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IMAP
International M&A Partners

# OUR M&A PERSPECTIVE ON THE GLOBAL INFRASTRUCTURE SECTOR

## INTRODUCTION

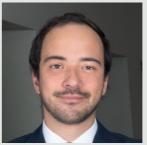
IMAP global Infrastructure Sector Leaders: Gonçalo Vaz Botelho, Bill Sprague, Enrique Vargas and Sergio Milic look at the current state of the Infrastructure sector and why it's necessary for governments to continue to try to bridge the infrastructure gap generated by recent global underinvestment. They detail the trends impacting the M&A landscape now and moving forward and identify the key market players and investors. They also share insights on the unique characteristics of the US Infrastructure market.



GONÇALO VAZ BOTELHO



BILL SPRAGUE



ENRIQUE VARGAS



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As a result of the COVID pandemic it is highly likely we will see large public expenditure in infrastructure in the Energy and Transport sub-sectors, which historically have been the most active, yet as they have matured have seen deal growth stall. Nowadays, the big winners are new sub-sectors such as Digital and Social, which are seeing increasing global appetite for infrastructure. Furthermore, transactions involving digital infrastructure are benefitting from tremendous tailwinds amid the continued penetration of cloud service providers, resulting in traditional deals becoming less frequent.

We expect the infrastructure sector to remain vibrant, as governments try to bridge the infra gap that has been generated by the recent global underinvestment in infrastructure. Significant dry powder reserves and strong competition are pushing up asset prices and depressing projected returns, which may be preventing deal flow for more opportunistic investors. Nonetheless, the US and Europe seem to be gearing up to carry out massive infrastructure investments from 2021 onwards to deal with the global pandemic, which can bring new greenfield opportunities to the market.

We have seen little change in investor mixup, with pension funds retaining their role as the largest investors. Foundations, insurance companies and banks are the next largest categories. We are however, seeing the surge of «Godzilla» sized funds, as well-known fund managers seek to break records by raising close to USD 20 billion for their latest vehicles, with many trying to avoid the trend of LP's becoming competitors.

SECTOR OVERVIEW

## INFRASTRUCTURE SECTOR OVERVIEW

## Supporting Real Economies

>> Infrastructure is the set of fundamental facilities and systems that support the sustainable functionality of households and firms.

The primary sectors are divided into core: brick & mortar, and non-core: newcomers, such as Digital and Social. Previously public, Transportation,

Power, Utilities & Networks are now privately owned and invested.

## **Primary Infrastructure Sectors**

#### **MAIN ASSET CLASSES**



- Toll roads
- Ports
- Airports
- Rail

 Deals in this sector have subsided as opportunities become increasingly scarce. Funds are accepting greater exposure to demand risk and diversifying into less mature markets in a race for yield.



- Power generation assets
- Electrical power grids & pipelines
- Water distribution networks
- Water sewage & treatment plants
- Renewable energy deals still dominate this space.
- ESG trends are expected to create further room for growth.
- Privatization of water distribution & sewage networks is likely to increase deal flow in this space.



- Data centers
- Dark fibre networks
- LTE/5G network (TelCo towers)
- Some legacy natural monopolies are being forced to carve-out and privatize their fibre networks and/or TelCo towers.
- · Appetite for digital infrastructure is growing globally.



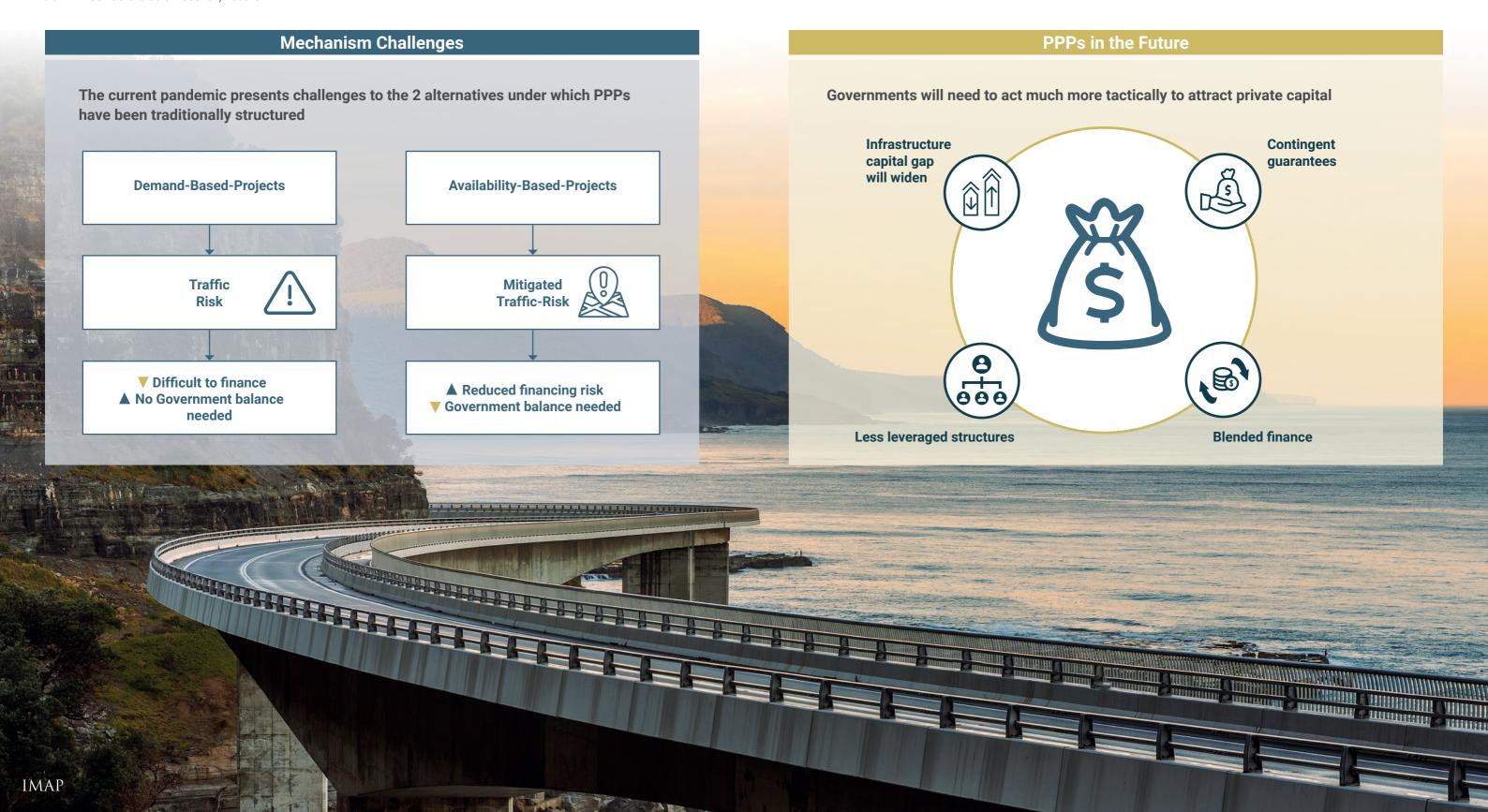
- Healthcare facilities
- Defence networks & equipment
- Firefighting equipment (e.g. helicopters)
- Deals involving Healthcare PPPs and social housing are very prevalent in this space. Still further room for growth as demographic pyramids worsen, particularly in Europe.

Core sectors Noncore sectors



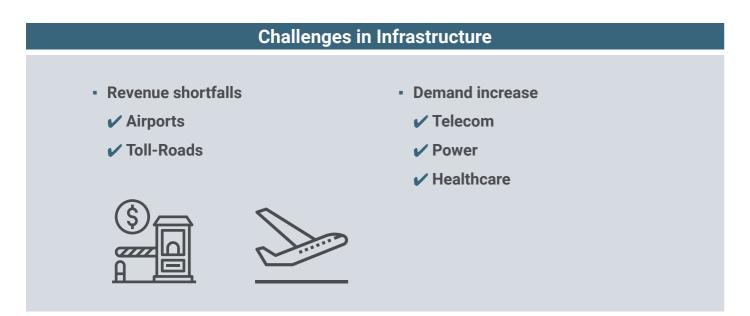
# PPPS AS MECHANISM TO STIMULATE ECONOMIC ACTIVITY AND RECOVERY

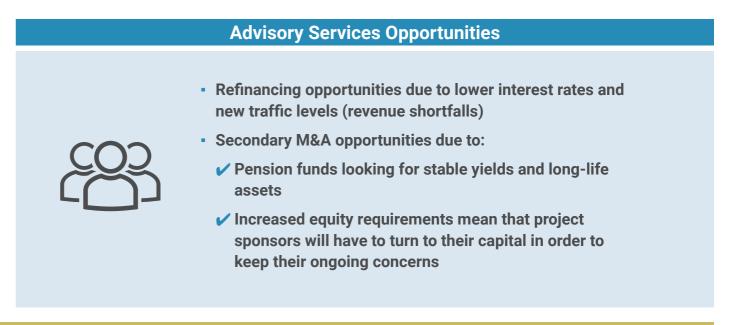
Projects financed through PPPs will come to the forefront, as a key ingredient in government efforts to use infrastructure as a "recovery" sector.



# PANDEMIC IMPACT IN INFRASTRUCTURE SUBSECTORS

The pandemic has considerably accelerated the digital transformation of the work-place. The velocity at which companies and communities are adopting a more digital environment is remarkable.





## **Sector Investment Trend**

Investments in telecommunication services and power are the new investment trend. Changes ranging from satellite internet and fiber optic, to giant batteries to store intermittent green energy throughout the day.

Airports

Roads

Healthcare

Telecom

**Power** 





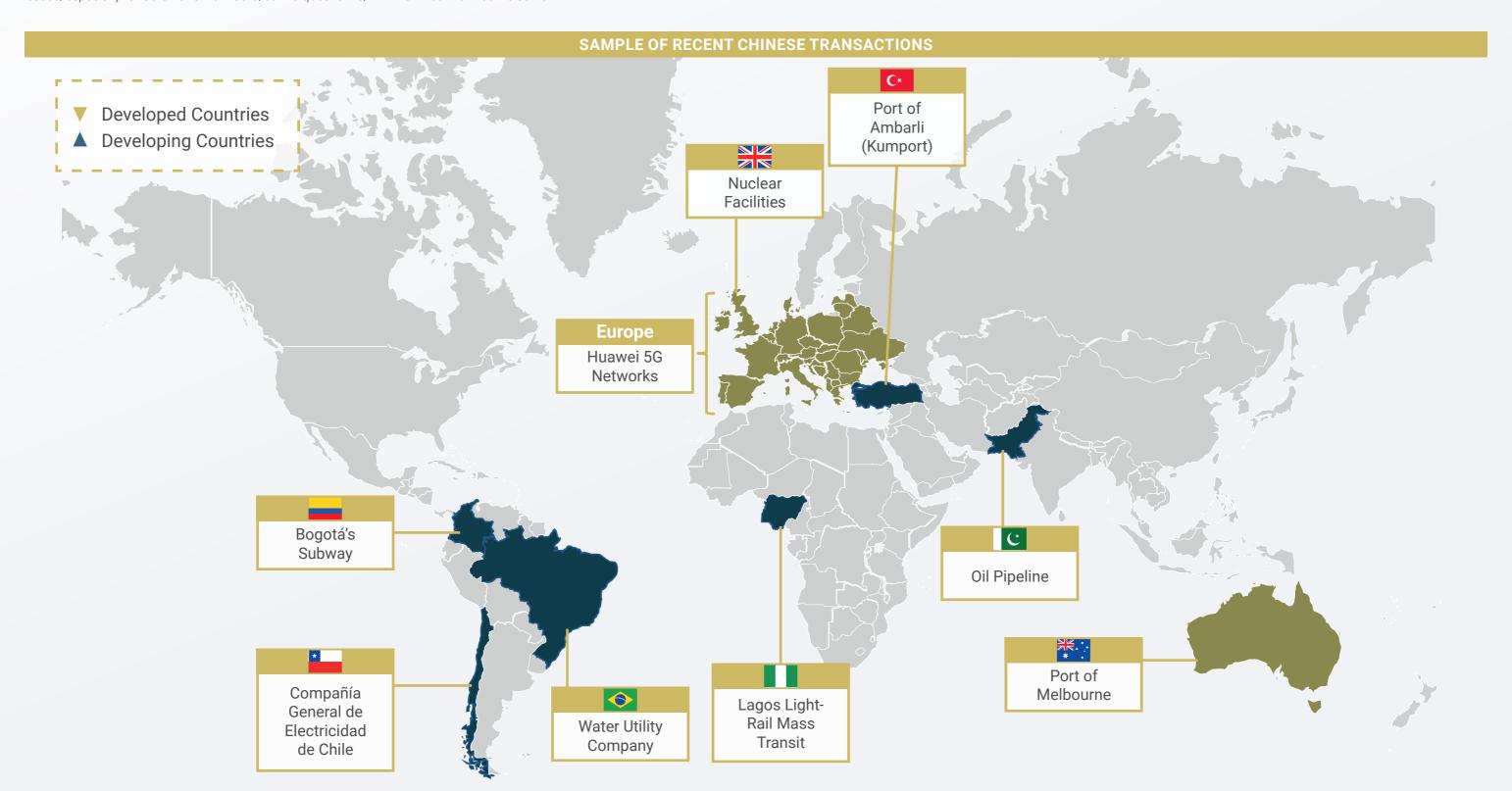




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# CHINESE INVESTMENT WILL CONTINUE TO FLOW THROUGHOUT THE WORLD

Chinese investment, based on the "Belt and Road" initiative, has been a relevant player in infrastructure investing over the last decade. However, there are increasing sign of uneasiness among developed countries concerning safety issues, especially for Core+ and Non-Core, so the question is, will this investment be welcome?



## SUPPLY CHAIN VULNERABILITY

The pandemic has revealed the vulnerability of extended supply chains.

## Infrastructure Priorities Shifted -Concepts Such as "Re-shoring" and "Self-reliance" are Here to Stay

## Past

- The trend was to "bring your country to the world"
- Investments:
- ✓ Roads
- ✓ Ports
- ✓ Airports







#### **Future**

- Bringing an entire community onto the local/domestic market looking to locally source production and increase the reliance of the supply chain
- Investments:
  - ✓ Interconnectedness
- ✓ Sanitation
- ✓ Education
- ✓ Telecommunication







## ENVIRONMENTAL INFRASTRUCTURE

>> COVID-19 has raised awareness of the need to build a more resilient infrastructure; one which can withstand shocks.

Government's Stimulus Agenda Will Come, **Influenced by Stricter Environmental Standards** 



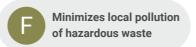
Minimize greenhouse gas emissions





Resilient to climate change and natural disasters



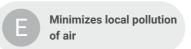






Minimizes local pollution









Minimizes local pollution of solid waste





## IDIOSYNCRASIES OF AN INFRASTRUCTURE TRANSACTION

Infrastructure transactions have some particularities that differ slightly from those of a normal M&A transaction.

Clients fall into 3 main categories:

**End-investors** willing to invest directly in a project/asset.

**Infra funds** that raise funds from end-investors and pool them into projects/assets.

**Strategic sector players** that are specialized in a specific infrastructure category.

Recent market trends have seen endinvestors developing in-house infra teams and by-passing infra funds, investing directly in projects/assets, which are typically either greenfields (unbuilt) or brownfields (in operation) and, may or may not, be exposed to market risk.

Publicly-backed projects' revenues are usually directly related to regulatory regimes, and generally fall into one of multiple contractual frameworks, e.g. PPPs, Concessions, Grants and inter alia - financial models tend to be contractual pieces in PPPs & Concessions. Privately-backed projects on the other hand, usually involve contracted assets, with a significant portion of revenues tied to long-term contracts with blue-chip private companies. These assets

often have a maturity (concession term), which makes the terminal value dependant on the probability of concession renewal and they are normally capital-heavy/intensive.

Given the recent decline in public benchmark debt yields in most OECD countries, current transactions usually involve some sort of refinancing to optimize the financial costs of the asset and infra leverage ratios typically exceed that of other assets, making equity yields heavily sensitive to financing/ refinancing outcomes. Furthermore, due to the amount of leverage that these assets accept, advisor fees are usually calculated on an equity basis.

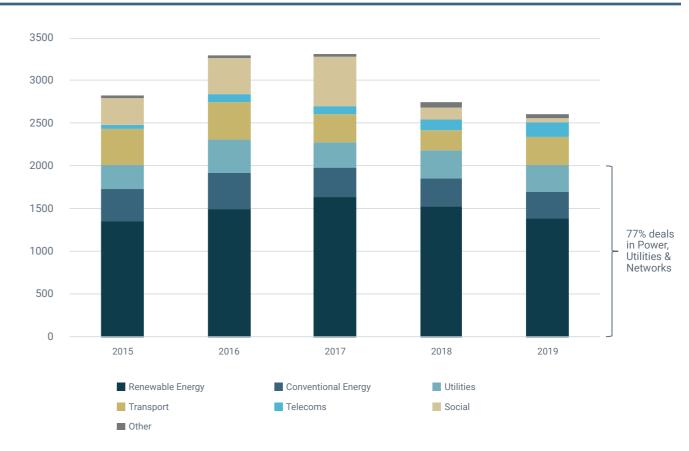


# MOST COMMON TYPE OF INFRASTRUCTURE DEAL

Historically the most active infrastructure sub-sectors have been Energy and Transport, but as these sectors mature, deal growth

has stalled in this space and new sectors such as Digital infrastructure are becoming increasingly in vogue. Due to COVID however, it's highly likely there will be large public expenditure in infrastructure in the Energy and Transport sectors.

#### Global Infrastructure Deals by Industry 2015-2019



Source: Preqin Pro and IMAP calculations

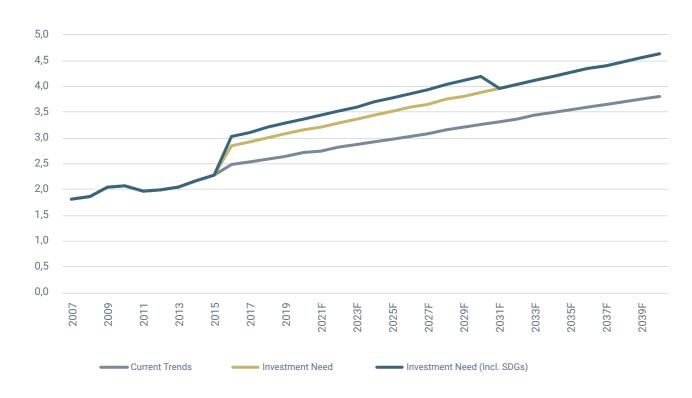
- Overall deal activity has fallen by 21% since its peak in 2016.
- The bulk of investment is still concentrated in the 2 most traditional infra sectors: Transport and Power, Utilities & Networks.
- Traditional infra deals are becoming less frequent, as opposed to transactions involving digital infrastructure, which are benefiting from tremendous tailwinds amid the continued penetration of cloud service providers.

## INFRASTRUCTURE GAP

We expect the infrastructure sector to remain vibrant, as governments try to bridge the gap that has been generated by the recent global underinvestment infrastructure. UN's SDGs will also act as a major catalyst for investment.

#### Infrastructure Investment at Current Trends & Future Needs

#### **USD Trillion**



Source: G20 Global Infrastructure Hub and IMAP calculations

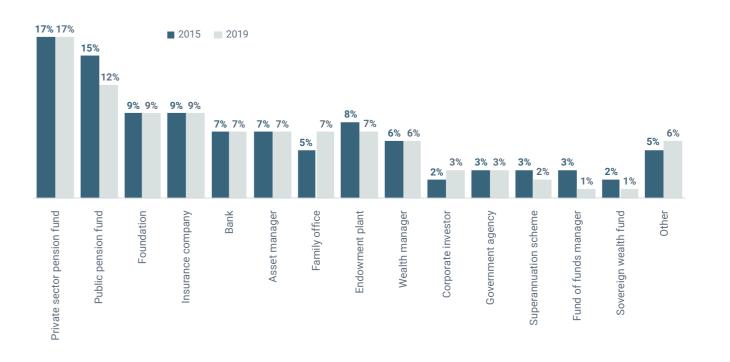
- Significant dry powder and strong competition are pushing up asset prices and depressing projected returns, which may be preventing deal flow for more opportunistic investors.
- Nonetheless, the US and Europe seem to be gearing up to carry out massive infrastructure investments from 2021 onwards to deal with the global pandemic, which can bring new greenfield opportunities to the market.

## INFRASTRUCTURE INVESTORS

There has been little change in investor mix-up, with pension funds retaining their role as the largest investors. Foundations, insurance companies and banks are the next largest categories.

## End-investors in Infrastructure by Type, 2015 vs. 2019

#### % of total investment



Source: Pregin Pro and IMAP calculations

- Strong and consistent returns, as well as regular cash flows and inflation linked returns, have proven to be durable attractions for institutional investors such as pension funds that seem to be allocating approx. 2% of their AUM to this asset class.
- For the majority of investors, Infrastructure remains a risk-mitigator and downside-protector rather than an alpha-generator.
- LATAM is also an important emerging market with great potential for infrastructure development.

## LARGEST INFRASTRUCTURE **END-INVESTORS**

>> End-investors are channelling larger portions of their AUMs to the infra sector, via a mix of direct project investments and/or capital

calls into infra funds. Direct asset purchases made by end-investors are becoming more common as those long in cash are both willing and have

the capacity to aggressively target and close large deals. With low interest rates, infra investments have become more attractive.

Largest institutional investors by committal to the asset class  With more than USD 10 billion committed to infra	Institution Name	Country	Estimated Infra Allocation (%)	Infra AUM (\$M)	Main Sector Focus	
	CPP Investment Board	Canada	11.89%	34,928.10	Power, utilities & network (PU&N)	
	Abu Dhabi Investment Authority	UAE	3.00%	24,840.00	Unstated	
	National Pension Service of Korea	South Korea	3.57%	20,452.30	Transportation, PU&N	
	Allianz Capital Partners GmbH	Germany	51.38%	16,718.90	All	
	CDPQ	Canada	7.35%	16,666.90	All w/ growing focus on ESG projects	
	China Investment Corporation	China	1.60%	15,000.00	All	
	APG Asset Management	Netherlands	2.56%	14,371.10	Transportation, PU&N, Social	
	Ontario Teachers' Pension Plan	Canada	9.50%	13,305.50	Transportation, PU&N, Social	
	OMERS	Canada	18.20%	12,938.70	Transportation, PU&N	
	PSP Investments	Canada	10.00%	12,592.10	Power, utilities & network (PU&N)	
	BCI	Canada	10.37%	11,917.50	Power, utilities & network (PU&N)	
	Pensioenfonds Zorg en Welzijn	Malaysia	4.84%	10,199.00	Power, utilities & network (PU&N)	

#### Examples of some direct investments made by end-investors:





UK's leading port operator, with a unique network of 21 ports 34% stake for £1.62B (equity)

Source: Infrastructure Investor Global Summit, Mergermarket & IMAP

## INFRASTRUCTURE FUNDS -THE ALTERNATIVE TO DIRECT **ASSET INVESTMENTS**

>> We are now seeing the surge of «Godzilla» sized funds, as well-known fund managers seek

to break records by raising close to USD 20 billion for their latest vehicles - with many trying to

avoid the trend of LP's becoming competitors.

Largest infra funds by AUM	Institution Name	Country	Estimated Infra Allocation (%)	Infra AUM (\$M)
	Macquarie infrastructure (MIRA)	Australia	90%	107,691
	Brookfield Asset Management	Canada	32%	99,234
	M&G Investments	UK	17%	51
	Global Infra. Partners	US	100%	50,285
	IFM Investors	Australia	52%	37,629
	Allianz Global Investors	Germany	6%	29,31
	The Carlyle Group	US	13%	24,066
	BlackRock	US	0%	20,539
	Global Energy Partners	US	100%	19,955
	AMP Capital	Australia	14%	18,55
	MetLife Investment Advisors	US	3%	18,131
	DWS	Germany	21%	16,433

- While allocations to Infrastructure investments are at all-time highs, this capital is largely flowing to a small group of large fund managers.
- Open-ended funds have been steadily growing and are the unsung heroes of the Infrastructure fund space, gaining momentum over other fund classes.

Source: IPE Real Assets - July 2019 & IMAP



22 INVESTOR LANDSCAPE

## INVESTOR LANDSCAPE 23

## **FUNDRAISING TRENDS**

Aggregate deal value has been steadily growing, despite the recent contraction in the number of

actual deals closed. With investors increasingly interested in larger class assets, average deal size is

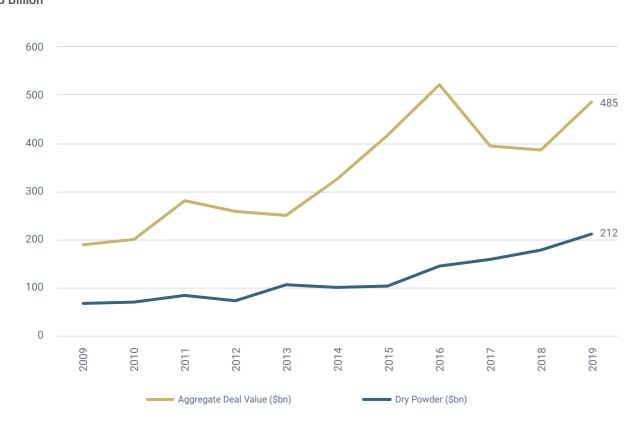
subsequently growing. GPs however, are finding it difficult to deploy capital and still hit their desired return thresholds.

## PRIMARY INVESTMENT STRATEGIES

Although there are several fund strategies, most fall under 3 main umbrellas

## Value of Infrastructure Deals & Remaining dry Powder 2010-2019

#### **USB Billion**



Source: Pregin Pro and IMAP calculations

- High dry powder and strong competition are pushing up asset prices and depressing projected returns, all of which prevents deal flow.
- The bulk of deals involved assets located either in North America (28%) or Europe (38%). Deals also take place in LATAM and Asia, and we expect things to start moving in Africa, where infra is still very much a public market.
- Amount of dry powder expected to reduce over the coming years as the US and EU launch their fiscal stimulus packages to deal with the economic fallout of COVID-19.

#### CORE

- Assets with mitigated top line risk – contracted/regulated, with low operational complexity & fully deployed
- Brownfield assets (fully built with operational track record)
- Regulatory and/or direct public sector involvements.
   Long term concession agreements or revenue contracts with strong counterparties (sovereigns)
- GDP resilient, demand inelastic, pricing certainty
- Correlated with inflation, frequently through contractual links
- Located in stable OECD countries
- Minimal value creation opportunities at project level
- Toll roads, social infra, certain utilities
- Target equity returns of 6-8%
- Public equity, private closedend and open-end funds

## **CORE PLUS / VALUE-ADD**

- Assets with some operational risks, but which can be heavily mitigated/hedged
- Primarily brownfield assets, but with some capital expenditure requirements (to update/expand)
- Some public greenfield assets with limited construction and demand risk – e.g. greenfield PPP's. Opportunity to create value through management inputs
- Short/long term contracts with high barriers to entry that protect yield
- Some inflation sensitivity
- Primarily located in stable OECD countries
- Some value creation opportunities at project level
- Railways, airports and gas networks
- Target equity returns of 10-12% - mix of yield and capital appreciation
- Private closed-and-open-end funds

#### **OPPORTUNISTIC**

- Exposure to unmitigated risks – power price, roads and ports traffic. Exposure to market competition
- Brownfield/greenfield assets without demand guarantees
- Revenues exposed to market cycles. Occasionally backed by corporate guarantees
- Fully exposed to economic cycle and competition
- Large inflation sensitivity
- Located in OECD and emerging markets
- Material value creation opportunities
- Corporate platforms distribution/logistic centres – similar risk profile to PE
- Target equity returns in excess of 14% - high weighting to capital appreciation
- Private closed-end funds

24 INVESTOR LANDSCAPE 25



# INFRASTRUCTURE ASSET YIELDS VS COMPETITION

Too much money chasing too few deals has caused a generalized drop in infra yields. Infra assets are increasingly being sold in organized processes that generally bring lower

returns to new investors. Hence, new investors are increasingly interested in bilateral, as opposed to organized processes – these are primarily secondary transactions in brownfield

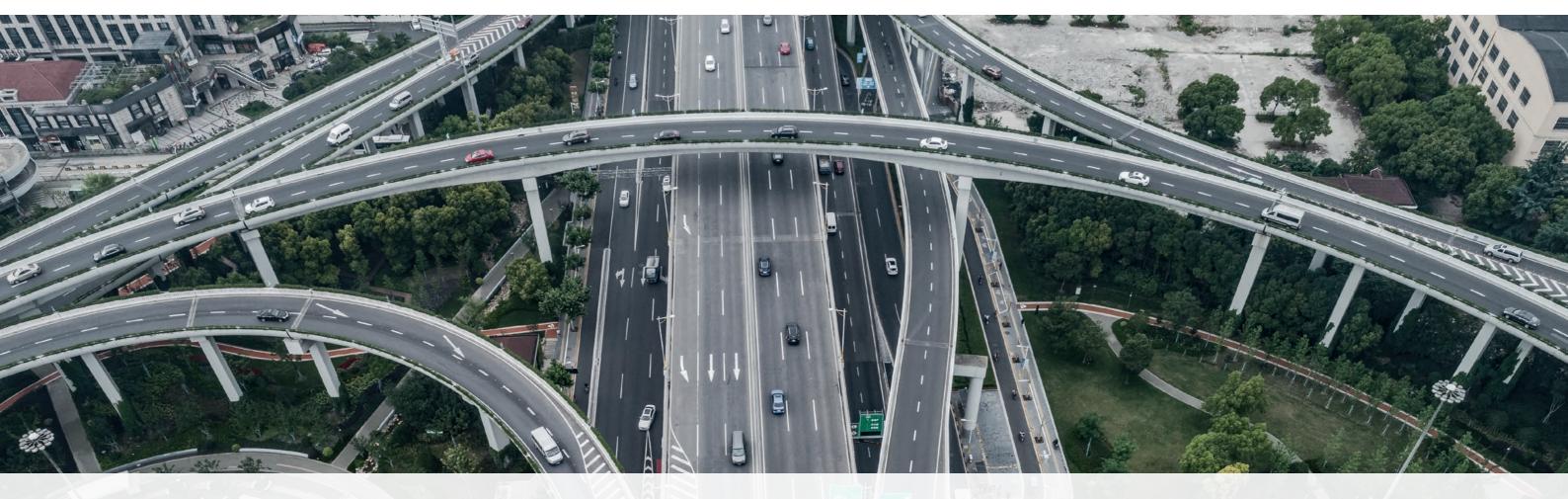
assets. Therefore, it is crucial to identify regional brownfield assets that can be transacted far in advance for clients looking to partic ipate in worldwide infra projects with private investors.

## Private Capital: Horizon IRRs by Asset Class



Source: Preqin Pro and IMAP calculations

- Infrastructure returns have been generally stable over the last 10 years, whilst recent demand for assets has brought about a drop in yields.
- Both capital calls and distributions are likely to decline, as fund managers delay making acquisitions or exits in 2021.
- It seems likely that unlisted Infrastructure funds will be among the most insulated from the volatility and disruption that affected global markets in the first half of 2020.



# UNIQUE CHARACTERISTICS OF THE US INFRASTRUCTURE MARKET

The United States has woefully underinvested in infrastructure for years, as such, the Congressional Budget Office estimates that in excess of USD 2 trillion is needed by 2025. The US is currently at a record low in terms of annual investment into infrastructure as a % of GDP, and near the bottom of all developed countries.

An integrated Infrastructure Plan was at the core of President Trump's initial policy proposals, but like most prior Administrations, there were no significant legislative initiatives nor Executive Orders focusing on the Infrastructure needs of the country.

In contrast to much of the world, concessions and large PPP projects are not core parts of the US Infrastructure market. More often than not, governments, at all levels, want private capital to bear the financial risk, but are not willing to provide a reasonable return on that capital. Furthermore, every administration for the past 20+ years has included Infrastructure programs in their initial policy initiatives, but very few such programs have had a significant impact on the capital flows into the sector. The most effective policy tools have been tax and related credits, especially in the Energy sector (i.e. LCFS credits, RINs, etc.),

but the lack of long-term certainty surrounding those credits has impacted capital flows.

At this point, the likelihood of meaningful increases in infrastructure spending under the Biden administration remain uncertain.

- Biden has proposed a USD 2.4 trillion infrastructure plan, largely focusing on the Energy and Transportation sectors
- That bill, or any similar legislation, will face political challenges, even though the Democrats now narrowly control the senate

# EFFECTIVELY ALIGNING PROJECTS AND CAPITAL

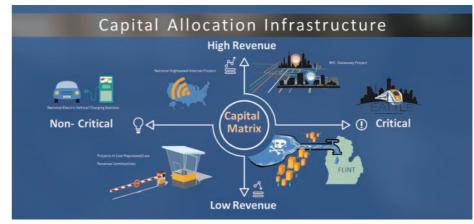
In the US, Government capital will largely focus on projects that are deemed critical in nature, but do not necessarily generate ongoing cash flow. Private capital will focus on higher revenue generating projects, both critical and non-critical, whereas

non-critical, low revenue generating projects will not attract any capital, be it public or private.

While prospects are still uncertain at the Federal level, at the State and local levels there are no prospects for material infrastructure investments. Both State and local budgets have been decimated by the COVID-19 pandemic, and many are struggling to fund basic needs, which leaves no capital for infrastructure, or any other investments. Given these dynamics, and the current low interest rate environment, well structured infrastructure projects and companies can and will be financed by private equity and debt providers.

# INFRASTRUCTURE CAPITAL PROVIDERS ARE BINARY. RISKS MUST BE MITIGATED AND CANNOT BE "PRICED" The key to attracting capital providers

is making sure that the investment opportunity can properly address the key transaction criteria that nearly all capital providers adhere to.



## IMAP INFRASTRUCTURE DEALS

Selected IMAP International deals 2018-2020



Global developer, investor and manager of infrastructure UNITED KINGDOM

Acquired Investment Interest in Seller's Business



4G PPP toll road concession

**IMAP** 

ADVISED ON PURCHASE OF COMPANY



Construction company / Port operator CHILE

Acquired Majority Control of Business Operations



Concession to operate and maintain a port terminal CHILE

**IMAP** 

ADVISED ON SALE OF COMPANY



Constructor of large, complex civil infrastructure ITALY

Capital increase and debt refinancing



General constructor of public infrastructure

IMAP

FINANCIAL ADVISOR OF SALINI IMPREGILO S.P.A.



ublic utilities compar COLOMBIA

Acquired 100% of Business Operations



Electricity distributor and commercializer COLOMBIA

**IMAP** 

ADVISED ON PURCHASE OF COMPANY



Energy assets developer and operator CANADA

Acquired Majority Control of Business Operations



Energy distributor and commercialized COLOMBIA

**IMAP** 

ADVISED ON PURCHASE OF COMPANY



All-encompassing solar company FRANCE

Acquired 100% of Business Operations

Auras de Guijo and Aura de Agudo

2 Solar Farms with 2.8 MW installed capacity SPAIN

IMAP

ADVISED ON ACQUISITION



Acquired Majority Control of Business Operations



Ski resorts manager FRANCE

IMAP
ADVISED ON SALE OF COMPANY



EMIL ANDERSON CONSTRUCTION

Multi-disciplined contractor across road and bridge building, paving, and land development CANADA

Acquired 100% of Business Operations



Road and bridge maintenance contractor CANADA

IMAP

ADVISED ON SALE OF COMPANY



Largest biogas producer in Brazil (subsidiary of JMalucelli)

Acquired Selected Assets of Seller's Business



Landfill gas project in Rio de Janeiro and Sao Paulo BRAZIL

**IMAP** 

ADVISED ON SALE OF COMPANY



Engineering and infrastructure group INDIA

Acquired Oil & Gas Divisions from TREVI Group



Design, manufacturing and distribution of drilling and workover rigs

IMAP

ADVISED ON SALE OF COMPANY

## **ABOUT IMAP**

## INTERNATIONAL MERGERS & ACQUISITION PARTNERS

Consistently ranked among the Top 10 middle market M&A advisors worldwide

450+

TEAM OF IMAP **PROFESSIONALS** WORLDWIDE



#### **ENTREPRENEURIAL SPIRIT**

- · IMAP is a partner-driven, clientfocused and independent M&A advisory.
- Senior experience and hands on involvement in deals -230 Senior Transaction/ Transaction Advisors.
- Worldwide IMAP team comprising 450+ professionals.

YEARS OF M&A **EXPERIENCE IN THE** MIDDLE MARKET

OFFICES IN 43 COUNTRIES

\$12.5bn

**CLOSED DEAL VALUE 2020** 



#### **MIDDLE MARKET FOCUS**

- Sell-side advisory for primarily privately held companies and spin-offs from large groups.
- Strategic acquisitions for international corporates.
- "Sweet -spot" Transaction Values \$20 - 250 million.
- Strong PE and Family Office Coverage.



#### **GLOBAL REACH**

- · Proven cross-border advisory practice.
- Global sector & project teams across 15 sector groups.
- Leveraging local knowledge and corporate access in all relevant international markets.



**EXECUTION EXPERIENCE** 

• IMAP has closed over 2,100 transactions valued at \$90 billion in the last 10 years.

## **GLOBAL PERFORMANCE 2020**

Healthcare

\$12.5bn

30%

**M&A TRANSACTIONS** 

TRANSACTION VALUE

**CROSS-BORDER DEALS** 

IN THE WORLD



#### GLOBAL PERFORMANCE

- PwC
- Houlihan Lokey
- Rothschild

- Oaklins
- Goldman Sachs
- 10 Lazard

Ranking based on number of transactions closed in 2020. Undisclosed values and values up to \$500 million Source: Refinitiv and IMAP internal data.

## GLOBAL REACH

Our cross-border experience extends across Europe, the Americas, Asia and Africa

450 +

**PROFESSIONALS** WORLDWIDE

COUNTRIES

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New York

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Africa Congo Egypt Ghana

Ivory Coast Mauritius Morocco Nigeria Senegal South Africa

Asia China India Japan Thailand Europe Belgium Bosnia & Herzegovina Croatia Czech Republic Finland France

Germany Hungary Ireland Italy Netherlands Poland

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