

# DIANA VILLARNOVO LOPEZ

## Senior Advisor and Legal Counsel

Multi-National Corporations and Government Agencies

(b)(6)

Ms. Lopez is a trusted senior advisor and legal counsel to multi-national corporations, public agencies, government officials and executives. She has held White House advisory appointments for the U.S. Department of State with (b)(6) and executive level positions with New York government offices. She is skilled in cross-border negotiations, deal management and global economic expansion. Diana leverages her legal and economic expertise to navigate strategic roadmaps driving innovative business solutions and shareholder success.

## SUMMARY

### MANAGED HIGH PROFILE, FIRST-OF-KIND DEALS

- Directed strategy and legal transaction terms for largest airport terminal (LaGuardia Airport) public-private partnership and redevelopment project in the U.S. valued at approximately \$4 billion.
- Represented The AES Corporation in its \$1.7 billion tender offer for C.A. La Electricidad de Caracas, at the time Venezuela's largest privately held utility, and its \$1.3 billion tender offer for Gener S.A., Chile's third-largest electric generator.
- Advised Sotheby's on financing the purchase of Vincent Van Gogh's *Les Irises*, which sold for the highest price paid at that time for a work of art sold at public auction.

### DROVE ECONOMIC INITIATIVES AND EXPANSION

*Under White House appointment to U.S. Department of State*

- Launched U.S. – Central America Renewable Energy Forum, a platform for energy officials and private sector investors to spur use of renewable energy in Central America.
- Drove business activity for President Obama's National Export Initiative and Secretary Clinton's Global Entrepreneurship Program.

*As a leading lawyer in AmLaw 200 firm, Skadden, Arps*

- Led corporate and securities practice development and expansion across 10 countries in Latin America.

### ADVISED ON COMPLEX LEGAL TRANSACTIONS

- Served as legal counsel in M&A, secured financial transactions, and multi-part re-financings, ranging from \$250 million to \$600 million; exchange offers to \$945 million; and a \$1.7 billion-dollar tender offer.

### GLOBAL EXPERIENCE

Latin America (Argentina, Brazil, Bolivia, Chile, Colombia, Ecuador, El Salvador, Guatemala, Honduras, Mexico, Peru & Venezuela); U.S.; EMEA (Spain, France, UK, Africa, Croatia, Russia & Serbia)

### BOARD EXPERIENCE

#### Trustee, Board of Trustees (2014 – Present)

Tufts University  
Chair, Buildings & Grounds Committee  
Member, Administration & Finance Committee  
Former Member, Committee for University Advancement (2014 – 2018)

#### Secretary, Board of Directors (2017 – 2019)

Gateway Program Development Corporation

### BAR ADMISSIONS

New York  
United States District Courts for the Eastern and Southern Districts of New York

### JUDICIAL CLERKSHIP

Law Clerk to the Honorable John E. Sprizzo,  
U.S. District Court for the Southern District of New York  
(1981 – 1982)

### LANGUAGES AND CITIZENSHIPS

Native Spanish  
Fluent French  
US and Spanish Citizen

### EDUCATION

Georgetown University, M.S., Foreign Service (1983)  
Georgetown University Law Center, J.D. (1981)  
Tufts University, B.A., *cum laude* (1978)

**EXECUTIVE POSITIONS****The Port Authority of New York & New Jersey / New York, NY**

2019 – 2020

**SPECIAL LEGAL ADVISOR**

- Advises and provides specialized legal expertise.

**Gateway Program Development Corporation / New York and New Jersey**

2017 – 2019

**GENERAL COUNSEL & SECRETARY**

- Counseled Gateway, an entity governed by three trustees, one each appointed by Amtrak, the New York State Department of Transportation and NJ Transit, formed to execute the Gateway Program, a multi-billion dollar program of strategic rail infrastructure projects between Newark, NJ and Pennsylvania Station, NY.

**The Port Authority of New York & New Jersey / New York, NY**

2012 – 2016

**SENIOR ADVISOR TO PATRICK J. FOYE, EXECUTIVE DIRECTOR**

- Led and managed critical aspects of the procurement for the approximate \$4 billion Public Private Partnership (P3) to redevelop Terminal B at LaGuardia Airport and related supporting infrastructure projects, the largest U.S. airport terminal privatization to date; and
- Counseled senior leadership and project team on transaction terms and collaborated with legal, financial and technical advisors to develop and implement overall strategy to achieve prompt closing of transaction with selected bidder.

**Empire State Development Corporation / New York, NY**

2011 – 2012

**EXECUTIVE VICE PRESIDENT, BUSINESS SERVICES**

- Responsible for International and Tourism Divisions and Governor's Office for Motion Picture & Television Development.

**Sotheby's, Inc. / New York, NY**

1988 – 1991

**VICE PRESIDENT AND ASSOCIATE GENERAL COUNSEL**

- Managed legal projects, which included negotiating and preparing documentation for consignments of high value and special works of art and other properties for sale at public auction and privately;
- Oversaw all legal operations for Sotheby's financial services subsidiary, including establishing all legal procedures relating to secured loans; creating standard form secured loan agreements; structuring, negotiating, drafting documents and closing transactions involving complex domestic and international secured loans collateralized by works of art and other properties; and
- Advised on the financing of the purchase of Vincent Van Gogh's *Les Irises*, following its sale at public auction in New York, which at the time was the highest price paid for a work of art sold at auction.

**GOVERNMENT SERVICE****U.S. Department of State / Washington, D.C.**

2010

**WHITE HOUSE APPOINTMENTS** (b)(6)

*Senior Advisor to Jose W. Fernandez, Assistant Secretary for Economic, Energy & Business Affairs*  
(July – December)

- Drafted and advised on Memorandums of Understanding, executed by Secretary Clinton, setting forth U.S. collaboration with Honduras and El Salvador on the Building Remittance Investment for institutions to use remittance flows from the U.S.; and
- Launched U.S. Central America Renewable Energy Forum at U.S. Department of Commerce's Americas Competitiveness Forum to connect Central American energy officials and regulators with current and potential private sector investors. The Forum sought to identify opportunities for, and obstacles to, increased renewable energy use in Central America.

*Senior Advisor for Europe & the Western Hemisphere to Special Representative for Commercial & Business Affairs*  
(January – June)

- Promoted President Obama's National Export Initiative and Secretary Clinton's Global Entrepreneurship Program and advocated for U.S. companies to expand business opportunities overseas.

**CORPORATE LAW****Skadden, Arps, Slate Meagher & Flom LLP / New York, NY**

1992 – 2009

**COUNSEL; MERGERS & ACQUISITIONS (1996 – 2009)  
ASSOCIATE (1992 – 1996)**

Represented domestic and international clients in complex mergers, acquisitions, securities, and other financing transactions and was instrumental in establishing the firm's Latin America practice.

Select client engagements:

- **\$150 Million Acquisition.** Represented Dragados Inversiones USA, S.L., a subsidiary of Actividades de Construcción y Servicios, S.A. (a publicly traded construction and services company in Spain) in its \$150 million acquisition of Schiavone Construction Company;
- **\$600 Million Exchange Offer and \$945 Million Refinancing.** Represented Crompton Corporation in its \$600 million exchange offer of 9.87% high-yield senior notes due 2012 and senior floating rate notes due 2010, and in its approximately \$945 million multipart refinancing program; and
- **\$1.7 Billion Tender Offer.** Represented The AES Corporation in its \$1.7 billion tender offer for C.A. La Electricidad de Caracas, the largest privately held utility in Venezuela, and its \$1.3 billion tender offer for Gener S.A., Chile's third-largest electric generator.

**Debevoise & Plimpton LLP / New York, NY and Paris, France**

1983 – 1988

**CORPORATE ASSOCIATE**

Represented clients on a range of corporate transactional, securities and governance related projects.

**THOUGHT LEADERSHIP**

Diana is a renowned thought leader having delivered engaging presentations within the U.S. and internationally, as well as having appeared in various media throughout her career. Highlights include:

**Presentations:**

**Utilizing Public Private Partnerships**  
New York City Bar Association  
New York, NY – June 2016

**Executive Panelist**  
7th Annual Women in Infrastructure (WIN)  
New York, NY – June 2016

**Concluding Address**  
Tufts Global Reach  
London, England – June 2016

**Bridging the Gap: The State of NY Infrastructure**  
Tufts Lawyers Association  
New York, NY – November 2014

**Cross-Border Investments**  
Laredo Development Foundation  
Laredo, TX – August 2010

**Featured Speaker - Latin America Finance**  
Mexico's First Venture Capital Conference  
Monterrey, Mexico – April 2010

**Media:**

**ABC (Newspaper) Interview of Diana V. Lopez** – March 2010  
*Experience within Obama Administration*  
Daughter of Spaniards from Galicia and Asturias acts as a link for Spanish investors and for Americans in Spain

**La Opinión a Coruña Biographical Article** – March 2010  
*Professional & personal background of Diana V. Lopez*  
Sangre Gallega en la Casa Blanca (Galician Descendant in the White House)

**ACADEMIC LEADERSHIP**

Diana is an active member of the academic community, including serving on the Board of Trustees and on various committees at her alma mater Tufts University.

**Education:**

**Georgetown University, M.S., Foreign Service** 1983  
Concentration: International Economic Transactions

**Georgetown University Law Center, J.D.** 1981  
The Tax Lawyer, Lead Articles Editor

**Tufts University, B.A. cum laude** 1978  
Concentration: Political Science  
Tufts-in-Paris, France 1976-77

**Activity:**

Vice President – Executive Committee, Tufts University Alumni Association

Founding Member, Tufts New York Women's Networking Group

Member, Tufts Lawyers Association

**PROFESSIONAL AFFILIATIONS**

Diana has held leadership roles in both not-for-profits and professional organizations throughout her career. Highlights include:

**New York City Bar Association**

- Member of the Honors Committee

**Reading Reform Foundation**

- Former Director

**The Little Orchestra Society**

- Former Director