

# Bird & Bird & Support on International Energy Projects

# Contents

- 01 Supporting international projects  
across the energy sector
- 02 Our expertise
- 08 Corporate services
- 09 Dispute resolution
- 10 Our UK team
- 11 Our international team
- 13 About Bird & Bird

# Supporting international projects across the energy sector

*Our Energy and Utilities sector group provides support to all businesses involved in the Energy and Utilities sector across the jurisdictions in which we operate. The team has been designed to meet the needs of the sector.*

Bird & Bird's strengths in the traditional energy sector aligned with the technology, intellectual property, telecommunications and commercial contracts specialisms for which we are better known will support those companies involved in new methods of generation and management of energy and utilities in the future. Our deep understanding of the new generation mix, the network issues associated with generation and particular issues arising from new technology developments, business methodologies and operational parameters allows us to help businesses protect and enhance their value. To help clients identify how we can fit with their teams to support them we have broken our sector approach down into sub groups which focus around particular aspects of the Energy and Utilities sector.

Andrew Renton is the senior partner in our Energy and Utilities Group. Andrew is an engineer by background and has worked in the energy and water sectors as an engineer. He has practiced law in energy and utilities since the mid-1980s and is recognised as a leading advisor in the sector for both non-contentious and contentious matters. Andrew and Michael Rudd lead a multi-jurisdictional team of dedicated energy and utility lawyers.

Our experience and involvement in the development and negotiation of contracts for delivery, operation, maintenance and refurbishment of power generation facilities enables us to provide you with a team who will bring years of in depth experience and commercial capability to the contracts that you will enter into. Matt Bonass will lead on any corporate support required. He specialises in public and private M&A, private equity, joint ventures and equity capital markets work, particularly in relation to AIM and the Main Market of the London Stock Exchange. He has particular expertise in the traditional fossil-fuels based energy sector and the cleantech and renewable energy sectors.

In the energy sector, Matt has advised governments, trading exchanges, financial institutions, venture capital and private equity houses, early stage cleantech companies and major corporations on transactions in the oil and gas, and electricity sectors and in the wind, solar, wave, biomass, biofuels, waste to energy, energy efficiency and carbon sectors.

Michael leads teams advising on complex regulatory arrangements across the energy, water and climate change sectors in the context of creating optimal corporate and contractual structuring with appropriate pass down of regulatory obligations. Michael specialises in ESCo/MUSCo strategies involving CHP and biomass with a reputation for seeing these projects through to close. Michael is currently working on a biomass project for one of the largest entertainment venues in Europe, taking the project from a concept to completion by utilising his knowledge of numerous similar projects.

Here we focus on our London team who work hand in hand with colleagues in our offices across the world and with other local partner firms who are in our accession process.

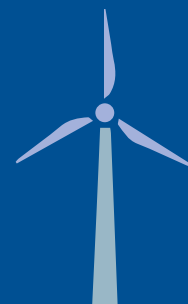
*“The firm is dynamic, responsive and has deep knowledge of the energy sector. It knows exactly what to do and how.”*

Chambers Europe, 2014



# Our expertise

*The following section sets out specific focus areas for us and what we do in each of them. We offer alignment of international experience on substantive contract documentation with local regulatory, consenting, subsidy and tax based advice to ensure you get the most out of your project whether it is traditionally funded or project financed. We help manage the project through all its stages including, if necessary, dispute management and dispute resolution.*





## Control and instrumentation

We have a strong technology driven client base and our Energy and Utilities Group has built on this by applying our expertise and experience to the energy sector.

- Reverse Engineering for system sustainability and obsolescence protection
- Contracts for control and instrumentation upgrades
- Control replacement contracts
- Data and information protection systems project documents
- Security and software contracts
- Intellectual property

### Contacts

Andrew Renton  
Carol Cloughley



## Nuclear

Our team has years of experience in the nuclear sector with Carol Cloughley having worked in-house at EDF Energy and provided external advice to a number of other nuclear operators and technology providers within the industry.

- Strategic advice
- EPC contract support
- Engineering contracts
- Planned and unplanned outage contracts
- Obsolescence of plant
- Post irradiation examination of fuel contracts
- Fuel processing, transportation and controls
- Regulation and compliance

### Contacts

Andrew Renton  
Carol Cloughley



## Transmissions - Networks - Interconnectors

Members of our team have advised major global energy companies - network operators, governments and regulators. This broad perspective gives the team an approach that adds real value to projects.

- Cross border transmission agreements
- Grid and network connection agreements
- Regulatory and consenting arrangements
- PPAs
- Liberalisation and unbundling
- National and EU Network Codes
- Tariffs and price controls
- Smart grids

### Contacts

Peter Willis  
Christian Kessel



## Demand management - Energy efficiency - Metering

We advised the UK Department of Energy & Climate Change (DECC) on the procurement of a series of major contracts on behalf of industry worth £2.2bn as part of DECC's Smart Metering Implementation Programme.

- Establishing MUSCos and ESCos
- Energy Performance Contracting and Energy Supply Contracting
- District heating and CHP
- Flexible energy supply contracts
- Offsite customer direct PPAs
- Demand-side response and technologies
- Regulatory and tax

### Contacts

Michael Rudd  
Ronald Hendrikx

# Our expertise



## Oil and Gas - LNG - Unconventional fuels

We support a number of oil and gas companies seeking to find new ways to market and transport petroleum and by-products. Oil and gas: upstream arrangements, pipelines, off-take, marketing, storage and transportation agreements and gas regulation.

- E&P agreements
- JOAs and JMAs
- Oilfield services agreements
- M&A transactions
- Port and vessel contracts for fluids and gasification facilities
- Storage and transportation
- Pipelines and off-take

### Contacts

Michael Rudd  
Matt Bonass



## Energy storage, distributed generation and CCS

Energy Storage is one of the most important areas of development in the sector and we are working on some leading edge but confidential projects. Our team identified over 12,000 patents that relate to CCS technology and analysed all intellectual property risks associated with the building of a CCS plant.

- Intellectual property
- Project Development Agreements
- Start-ups
- Regulatory
- Joint Venture Agreements
- Engineering and construction procurement

### Contacts

Ian Edwards  
Andrew Renton  
Lucy England



## Conventional generation

Across our practice we have significant involvement in traditional generation projects. We are integrated in our service provision linking our traditional EPC contract skill sets with our technology and data monitoring skills to provide clients with a service which encapsulates the concept to completion requirements in generation projects.

- New CCGT development
- Retrofit for emissions controls
- Maintenance and repair contracts
- Industry based gas CHP
- EPC and O&M contracts

### Contacts

Andrew Renton  
Carol Cloughley



## Mining

Our mining team operates on a global basis, focussing on assisting clients with securing their concession rights with national governments and developing the concession successfully within the increasingly difficult environmental and regulatory approach being taken in the sector.

- Concessions and licence agreements
- Infrastructure and establishment contracts
- Plant, equipment and import regulation management
- Labour, resource and personnel management
- Environment, pollution and CSR risk management

### Contacts

Michael Rudd  
Peter Knight



## Water and wastewater

We advise on major projects, corporate services outsourcing, complex tariff-based water and wastewater customer agreements and sewer asset condition assessment and refurbishment contracts involving multiple party frameworks and traditional forms of contract.

- Water supply projects
- Tariff structuring
- Wastewater PPPs
- Regulation and compliance
- Asset restructuring
- GoCo and government management

### Contacts

Michael Rudd  
Peter Knight  
Carol Cloughley



## On-shore wind

Our lawyers across the firm have advised in relation to on-shore wind projects with our infrastructure and corporate teams particularly active on development of new sites and investment in and acquisition of existing projects across Europe.

- Turbine supply agreements
- PPA and Connection agreements
- EPC contracts
- Balance of plant
- Portfolio sale and acquisition
- Land options and development agreements

### Contacts

Matt Bonass  
Michael Rudd  
Elizabeth Reid



## Solar

We have one of the leading solar PV practices in Europe advising on over 330 solar deals across 14 countries in the last three years. We have also this year acted for Jordanian developers providing a complete advisory support role from concept to delivery on Solar PV projects in Jordan.

- Development agreements and JVs
- PPA, Connection agreements, lease and O&M agreements, technology supply agreements, portfolio building, acquisition and sale
- Corporate structuring and project finance
- EPC and O&M Contracts

### Contacts

Matt Bonass  
Michael Rudd  
Elizabeth Reid



## Off-shore wind

Our team has a long history in off-shore wind projects. We act for developers and technology providers who are at the forefront of new technology and have recently advised technology providers in relation to the UK Off-Shore Wind Demonstration Projects.

- EPIC contracts
- Turbine Supply agreements
- Balance of EPC contracts
- Installation contracts and vessel charter-party
- Sub-station and inverter EPC contracts

### Contacts

Andrew Renton  
Carol Cloughley

# Our expertise



## Biomass

Our team advised in relation to investment to allow funding of over 60 projects, benefitting a varied mix of public and private sector organisations including care homes, schools, leisure facilities and local authority projects through the replacement of inefficient heating systems.

- PPAs, connection agreements and land options
- Statutory consents
- Fuel supply agreements
- EPCs and O&M agreements
- Asset sale and acquisition

### Contacts

Michael Rudd  
Andrew Renton  
Carol Cloughley



## Tidal stream

Our team has worked on some of the highest profile projects in tidal generation. In particular, we are proud to be associated with the Severn Barrage Project, which is considered the largest, most costly and highest output marine tidal generation project in the world.

- Advising on Severn Barrage Contract structure
- Seabed anchor system contracts for Islay tidal generation
- IP rights in tidal stream technology
- Charter-party contracts for installation vessels
- Maintenance contracts for turbine system

### Contacts

Andrew Renton  
Carol Cloughley



## Hydro

Hydro generation is becoming more attractive as the economics of projects improve and recent projects we have been involved in suggest this trend will continue with particular focus on CEE, Balkan and Central Asia. Our long experience in this type of generation allows us to support clients from concept to completion.

- Contract advice on large Hydro
- Access and tunnelling contracts
- Turbine supply contracts
- Run of River hydro schemes
- O&M contracts for turbines

### Contacts

Michael Rudd  
Andrew Renton

*“Bird & Bird has deep technical expertise in regulatory matters and is experienced in disputes.”*

Legal 500 EMEA 2015

*“Thank you for everything and for your performance. You have been great.”*

Middle East Solar Developer Client





*“Clients have praised the quality of service as ‘second to none’ and laud the team as ‘extremely competent, hands-on, dynamic, commercial and pragmatic’.”*

Chambers UK, 2013

# Corporate services

*Our Corporate Group is an international cross-border practice, comprising of over 200 lawyers across our offices in Europe, the Middle East and Asia.*

The group has a strong track record advising on the full range of corporate matters including M&A, disposals, takeovers and joint ventures. A number of our corporate partners are dedicated to the energy and utilities sector, whether that be renewable energy generation, oil and gas, mining or demand side management.

All of our offices are operated by locally qualified lawyers and provide extensive domestic capabilities as well as being part of the international team. The wider transactional group within our global network contains specialists in all the critical support areas, including commercial projects, competition and EU, tax, finance, real estate, IP and employment. Our expertise includes:

## Mergers & Acquisitions

We have extensive experience in national and cross-border mergers and acquisitions. We advise a large variety of companies, ranging from multinational companies to medium-sized and small private companies. Our leading solar energy team have advised on over 40 corporate transactions in the last year involving the sale or purchase of solar energy projects. We have also recently advised on a \$200m acquisition of a petrochemicals plant in Malaysia for an Indian based client.

## Private Equity/Venture Capital

Our work in the field of private equity and venture capital includes advice on risk and development capital, buyouts, debt financing and seed funding. We are a “tier one” ranked firm for our work in this area as recognised by the leading independent directories. We have recently advised a leading US utility company in its equity investment into a UK based energy management company and a leading energy storage company on its latest equity round.

## Public Securities

We regularly advise clients on IPOs and related stock exchange across Europe and Asia, including the London Stock Exchange (both the Main Market and AIM), Euronext, NASDAQ Europe and the Hong Kong Stock Exchange. In regards to energy focused companies or funds, we are able to identify the key issues which are relevant for investors. Moreover, we understand the legal complexity of our clients’ markets. One of our clients, Bluefield Partners, recently listed the Bluefield Solar Income Fund onto the Main Market of the London Stock Exchange.

## Project Support

We regularly work closely with our commercial projects team and our tax team to structure and document energy projects. In particular, this will involve advice on investment and equity subscription agreements, shareholder loans and quasi equity arrangements, such as convertible loan notes. We have recently advised a number of biomass energy service companies in their equity and debt arrangements to take advantage of the UK renewable heat incentive scheme. We also acted for one of the UK Government’s appointed fund managers in their financing of a large LED lighting scheme for over 100 car parks in the UK.



# Dispute resolution

*Business does not always run smoothly and whilst we work with our clients to avoid disputes wherever possible, sometimes they do arise. When you find yourself in dispute, we will help you to manage it to your best business advantage.*

The group is skilled in all forms of dispute resolution (litigation, arbitration and ADR) and also provides risk management and corporate governance advice.

Our lawyers are experienced in running national disputes and more complex multi-jurisdictional disputes, as well as providing strategic advice on the best forum in which to seek to resolve a dispute. You will benefit from the experience of more than 100 lawyers in 17 countries, all of whom believe in working in close partnership with their clients.

Our international energy disputes group provides a full range of contentious, corporate, commercial, intellectual property and regulatory services to businesses active in this sector across all jurisdictions in which we operate. Our involvement is longstanding and broad-based, covering electricity generation, trading, electricity transmission and gas transportation, electricity and gas distribution and supply, water and sewage, renewable energy, cleantech and climate change and upstream oil and gas.

*“Very thorough and knowledgeable”  
and highly “user-friendly.”*

Chambers UK 2013

We offer a full range of energy dispute management services and cover disputes involving:

- Design, construction and operation of off-shore production facilities
- Operation of take-or-pay gas supply agreements
- Operation of gas allocation and attribution agreements
- Design, construction and operation of power stations
- Resolution of claims arising from open cast coal mining operations
- Energy related insurance coverage disputes
- Energy derivative disputes
- Network grid and transportation disputes
- Oil and gas exploration, drilling and concessions
- LNG Oil Storage and refinery production disputes
- Coal, gas and oil trading disputes

Our team has a wealth of experience in insurance law, having acted for major insurers, reinsurers, captives, both nationally and internationally. Our team is renowned for acting in highly complex areas ranging from product liability, casualty and property losses, public liability, war risk and D&O. Our International Arbitration Group is a cross-border, multi-disciplinary team with an in-depth understanding of the energy sector. The team has extensive experience of representing clients in arbitrations including under the rules of the world's leading arbitral institutions (ICC, LCIA, AAA/ICDR, CIETAC, UNCITRAL, ICSID, WIPO) and under a variety of systems of law.





# Our UK team

## Andrew Renton

Lead partner

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*Specialist areas: Commercial contracts in energy and infrastructure*

## Simon Phillips

Partner

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*Specialist areas: information technology, commercial contracts and mobile/telecommunications matters*

## Richard Lucas

Partner

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*Specialist areas: PFI, PPI, Project Finance and related commercial work*

## Peter Willis

Partner

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*Specialist areas: EU competition and regulatory rules*

## Michael Rudd

Partner

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*Specialist areas: complex regulatory arrangements in the mining, energy, water and climate change sectors*

## Ed Cooke

Partner

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*Specialist areas: procurement, finance, design and construction aspects of major development/engineering projects*

## Matt Bonass

Partner

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*Specialist areas: public and private M&A, private equity, joint ventures and equity capital markets work*

## Peter Knight

Partner

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*Specialist areas: mining, energy projects and disputes*

## Ronald Hendriks

Partner

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*Specialist areas: commercial and corporate matters relating to the IT, telecommunications and internet sectors*

## Elizabeth Reid

Partner

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*Specialist areas: PFI, Project Finance and commercial work principally in the energy sector*

## Lucy England

Senior Associate

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*Specialist areas: Defence and security, public procurement projects (for both customer and supplier)*

## Carol Cloughley

Legal director

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*Specialist areas: Construction and engineering, procurement, nuclear, FIDIC, EPC Contracts*



# Our international team

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# Our international consultants

## India

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## Korea

### Robert Kim

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## UAE

### Eman Abuzeid

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# About Bird & Bird

*Bird & Bird is an international firm, organised around our clients. We connect our passion and practical insight with our clients' vision, to achieve real commercial advantage.*

With more than 1,100 lawyers and legal practitioners in 26 offices worldwide, we specialise in combining leading expertise across a full range of legal services, including advice on commercial, corporate, EU and competition, intellectual property, dispute resolution, employment, finance and real estate matters. Our clients build their businesses on technology and intangible assets, and operate in regulated markets. The key to our success is our sector focus. We have developed deep industry understanding of these sectors, including aviation and aerospace, communications, electronics, energy and utilities, financial services, healthcare, information technology, life sciences, media and sports. Our deep industry knowledge gives us:

- Expertise in the law and regulatory framework relating to each sector
- A practical, commercial approach to navigating the sector, supported by advisors who have worked for decades in these specific industries

Most of our work is cross-border and multi-jurisdictional. We excel at managing complex projects across multiple regions with a seamless one-firm approach.

We have offices in key business centres across Europe, the Middle East and Asia, including in Abu Dhabi, Beijing, Bratislava, Brussels, Budapest, Copenhagen, Dubai, Düsseldorf, Frankfurt, The Hague, Hamburg, Helsinki, Hong Kong, London, Lyon, Madrid, Milan, Munich, Paris, Prague, Rome, Shanghai, Singapore, Skanderborg, Stockholm and Warsaw. We are now the only truly international firm with a presence in Denmark, Finland and Sweden, ideally positioning us to support companies looking to invest in the Nordic region. We also have dedicated groups focusing on Africa, India, Japan and Russia and close ties with firms in other key jurisdictions in Europe, the Middle East, Asia, Korea, Malaysia, Indonesia, Australia and the United States. We offer local expertise within an international context.

As we have expanded into new jurisdictions we have established our offices as real, local, full service offerings rather than representative or franchised offices to ensure our ability to provide a consistent approach and client service experience across the firm. Operating as one, truly international partnership, with shared goals and accounting and a single profit pool, we are committed to providing our clients advice from the right lawyers, in the right offices, working together in the interests of our client. We maintain an open and flexible business culture, aiming to respond as rapidly as possible to the commercial pressures that our clients face and to ensure that our own business remains configured in the best way possible to provide excellent service to our clients.



# twobirds.com

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