

DEAL LIST: RENEWABLE ENERGY PROJECTS

December 2014

REGIONAL DEAL LIST – FOCUS ON RENEWABLE ENERGY PROJECTS

1. DFDL has the following experience:

Country	Project	Client	Description of project and MLG's/DFDL involvement
Cambodia, Indonesia, Lao PDR, Thailand and Vietnam	Private Financing Advisory Network – Asia (PFAN-Asia) Program	USAID/Deloitte	Advising the client as local counsel to determine, <i>inter alia</i> , the direction, activities and priorities for the PFAN-Asia Program, including research and contributions on the current state of clean energy finance in the region, consultations with key stakeholders throughout the region, identification of pitfalls and opportunities and contribution/participation to specialized workshops. (2013-14)
Bangladesh	CER Project / Future Carbon Fund	<i>Asian Development Bank</i>	Advising the client as trustee of the Future Carbon Fund on all the Bangladeshi law aspects in connection with the purchase by ADB of Certified Emissions Reductions and, in the event of a Clean Development Mechanism discontinuance, Verified Emission Reductions to be generated by WWR Bio Fertilizer Bangladesh Ltd through the operation of an organic composting plant in Dhaka for a total deal value of about USD 2.6M (2013-present).
Bhutan	CDM Trading	<i>Asian Development Bank</i>	Acting as counsel in relation to entering a carbon emission reduction purchase agreement with a local producer of CERs, including legal due diligence, legal opinion and advice on the CER purchase transaction (including review of contracts). The relevant project is the first hydro project in Bhutan with foreign private investor participation, and serves - among other things - to develop the legal and corporate structures in the country. It is the first cross border CDM project registered in the world (expected to generate CO ₂ saving of 500,000 tons per year). (2012)
Cambodia	CDM Trading	<i>Vatenfall Energy Trading</i>	Acting for a Dutch CDM trader in relation to the extraction of emission reduction units from the Kamchay hydropower project under the Clean Development Mechanism, including review of the emission reduction purchase agreement and relevant advice on registration requirement. (2012)
Cambodia	CDM Trading	<i>Asian Development Bank</i>	Acting as local counsel in relation to entering a carbon emission reduction purchase agreement with a local producer of CERs, including legal due diligence, legal opinion and advice on the CER purchase transaction (including review of contracts). (2012-13)
Cambodia	CERPA Agreement	<i>Asian Development Bank</i>	Representing ADB in entering into a CERPA with Angkor Bio Cogen Co.

Country	Project	Client	Description of project and MLG's/DFDL involvement
Cambodia	Power Reform Assistance	<i>World Bank and Ministry of Industry</i>	Advised the RGC in a World Bank project to assist the RGC in defining and implementing power sector reform, notably the structuring and the detailed drafting of the Sub-Decree on the Private Participation in the Electricity Sector and Procurement Guidelines for the electricity sector.
Cambodia	Biogas Project	<i>Developer (W2E)</i>	Acting for the developer in relation to a biogas generation project, including drafting and review of various project documentation, incorporation assistance and legal advice. Project value: USD 3M (2006-2008)
Cambodia	Bioethanol Project	<i>Thai developer</i>	Acting as project counsel advising on overall tax and legal structures and drafting of/ reviewing all transaction contracts in relation to the development of a bioethanol plant in Kampong Speu province to produce Extra Neutral Alcohol from sugar cane molasses as primary substance for the food grade and cosmetic industries. Project value: USD 80-90M (2012-2013)
Lao PDR	Nam Mang 1	<i>Dong Fang Electric Corporation</i>	Acted as local counsel to the Sponsor in relation to a 67MW hydropower project. Project value: USD 90M (2009)
Lao PDR	Tad Salen	<i>Lenders</i>	Acting as local counsel to Lender in relation to a 3.2MW run-of-river hydropower project. Project value: USD 5.4M (2009)
Lao PDR	Nam Sim	<i>Energy Development/ Norpower</i>	Acted as project counsel to the Sponsor in relation to a run-of-river hydropower project. Project value: USD 17.6M investment. (2008-13)
Lao PDR	Biogas Project	<i>Thai Biogas Energy Company Limited</i>	Acted as project counsel to the developer in relation to a biogas production facility, including preparation of Biogas Sales Agreement and site Lease with the host cassava processing facility. (2009-12)
Lao PDR	Nam Lik	<i>Sponsors</i>	Acting as local counsel to Sponsors and the Project Company in relation to a 64.7MW hydropower project, including review of the main project documents, advice on local regulatory requirements, negotiation of local security documents, closing assistance, and drafting of legal opinion for Government and Lenders. Project value: USD 124M (2010-present)
Lao PDR	Jatropha Plantation Project	<i>Falck</i>	Carried out project documents review for foreign investor including the Jatropha Seed Sale and Purchase Agreement.
Lao PDR	Solar Project	<i>FMO</i>	Acted as local counsel to the Dutch financing agency in relation to a pilot solar rural energy system project. Project value: USD 2.5M (2008-09)

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Lao PDR	Nam Ham 2	<i>Boving Fouress</i>	Acted as local counsel to Indian developer in relation to a run-of-river hydropower project, including review of the Power Purchase Agreement and Shareholders' Agreement.
Thailand	Thainum Biogas Supply Plant - CDM Purchase	<i>Thai Biogas Energy Company Limited</i>	Drafting an option agreement for the purchase of certified carbon credits to be obtained upon the Thainum Biogas Supply Plant becoming registered as a CDM plant. (2010)
Thailand	Wind Energy Development in Lao PDR	<i>Thai developer</i>	Providing development legal process advice and review of Memorandum of Understanding in relation to the potential development of wind farms in the Lao PDR (up to 100MW).
Thailand	Waste-to –Energy Power Plant (Krabi)	<i>Thai developer</i>	Advising on and revision of BOOT agreements for the development of waste to energy power generation plant in Krabi, Thailand, with the purpose of processing wastewater and biomass waste into electricity. (current)
Thailand	Desalination Facility (Phuket)	<i>Israeli Investor</i>	Assisting the client in relation to the review of concession and lease agreements; negotiation assistance for the development of desalination facility in Phuket, Thailand. (current)
Vietnam	Biogas Production and CDM Trading	<i>Developer (Pangea Energy)</i>	Providing legal and tax assistance, including in terms of incorporation and tax structuring, for the developer in relation to a project of biogas production, sale and CERs generation in Danang, including review of biogas transfer contract. (2011-13)
Vietnam	CDM Trading Projects	<i>EDF</i>	Carrying out due diligences on several local CDM generation and trading companies. (2008-10)
Vietnam	Biogas Production and CDM Trading - Joint Venture	<i>OneCarbon International</i>	Providing legal and tax assistance, including in terms of incorporation and tax structuring, in relation to a joint venture project of biogas production, sale and CERs generation. (2008-11).
Vietnam	Clean Energy Private Equity Investment	<i>Dragon Capital</i>	Represented the Sponsor and investment manager in relation to the establishment of the Mekong Brahmaputra Clean Development Fund LP. (2010)
Vietnam	Clean Energy Private Equity Investment	<i>Mekong Brahmaputra Clean Development Fund</i>	Representing client in relation to its first investment in Vietnam in the hydropower sector. (2012)
Vietnam	CDM Trading	<i>Asian Development Bank</i>	Acted as counsel to the ADB in relation to entering a carbon emission reduction purchase agreement with a biomass energy producer, including legal due diligence, legal opinion and advice on the CER purchase transaction (including review of contracts).

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Vietnam	Purchase of CER	<i>Asian Development Bank</i>	Purchase of Carbon Emission Reduction to be generated by a waste to energy project.

► *Of particular relevance in relation to Renewable Energy matters, please note that DFDL team has, in all countries where it operates, significant experience in providing advice and negotiation assistance in relation to land concession arrangements. We can provide separately further details on the relevant projects, if needed.*

2. DFDL lawyers have the following experience, prior to joining DFDL:

Country	Project	Client	Description of project
Italy	Wind farm and waste-to-energy projects	<i>Lenders</i>	Advised various lenders (Banca OPI, WestLB, Royal Bank of Scotland, UniCredit Infrastructure S.p.A, Société Générale S.A., BNP Paribas (Italian Branch), Banco Bilbao Vizcaya Argentaria S.A) in relation to various project finance transactions for the development of wind farm and waste-to-energy projects (Sardinia, Sicilia, Puglia).
Nepal	Kapela-A hydropower project	<i>Government of Nepal</i>	Served as legal adviser to the Government of Nepal for the solicitation of sponsors for the Kapela-A hydropower project. In this capacity, drafted the model concession agreement and advised the Government of Nepal regarding the solicitation package and the model power purchase agreement.
People's Republic of China	Private power projects	<i>World Bank and Ministry of Electric Power</i>	Advised the World Bank and Ministry of Electric Power on the commercial and contractual prerequisites for successful private power projects and represented (i) the Tuoketuo Electric Power Company and the North China Power Group Company in the negotiation of the power purchase agreement for the Tuoketuo power plant in Inner Mongolia, and (ii) the State Economic & Trade Commission and multiple provincial power companies on the development of transaction documents (including the power purchase agreements) to support wind power projects.
Southeast Asia	Clean energy projects	<i>Equity investment fund</i>	Acted as project and finance counsel FE Clean Energy Equity Investment Fund regarding its equity participation and investments in clean energy projects throughout Southeast Asia and China. Projects have included biomass and ethanol projects in Thailand, a hydro project in the Peoples' Republic of China, a biomass project in Singapore and an ethanol project in the Philippines.

Country	Project	Client	Description of project
Thailand	Independent Power Projects	<i>Electricity Generating Authority of Thailand (EGAT)</i>	Acted as lead legal adviser to the Electricity Generating Authority of Thailand (EGAT) from 1995 through 2000 regarding the commercial arrangements associated with power procurement from independent power projects.
Thailand	Competitive Independent Power Solicitations	<i>Thailand National Energy Policy Office</i>	Advised the Thailand National Energy Policy Office during 1993-1994 on the preparation of the EGAT IPP solicitation package and model power purchase agreement for competitive independent power solicitations.