DFDL LEGAL & TAX

ADVISER PROFILE

NAME:	Dave Seibert
POSITION:	Senior Legal Adviser Deputy Head of the Regional Energy, Mining, and Infrastructure Practice Group
LOCATION:	Hanoi, Vietnam
EXPERIENCE:	10 years
NATIONALITY:	American

CURRICULUM VITAE

Key Qualifications:

Dave Seibert is a Senior Adviser and Deputy Head of the Regional Energy, Mining, and Infrastructure Practice Group. Based in Hanoi, with experience in the U.S., Cambodia, Myanmar, and Vietnam. Dave attained his Juris Doctor from Michigan State University in 2007.

Upon receiving his J.D., he became a Senior Legal Specialist in regulatory affairs and ISO functions for the Texas electric energy system operator during the implementation of its nodal market design. In ASEAN, he has worked on a multitude of matters regarding gas, solar, hydropower, and national infrastructure projects. Additionally, he has advised on electricity tariff structuring and market design along with advocated for project procurement at various governmental levels. In Vietnam he has assisted with numerous power project transactions working with international developers, sponsors, lenders, governmental departments and other relevant stakeholders.

Education:

- 2007 — Juris Doctor, Michigan State University College of Law, USA
- 2003 — Bachelor of Science in Business Administration, Marketing, Robert Morris University, USA
- 2002 — Japanese language and culture, Sophia University, Japan

Employment Record:

- **DFDL**, Hanoi, Vietnam (March 2019 — Present)
  Senior Legal Adviser, Vietnam
  Deputy Head of the Regional Energy, Mining, and Infrastructure Practice Group
- **DFDL**, Yangon, Myanmar (July 2017 — February 2019)
  Senior Legal Adviser, Head of Myanmar Energy, Mining, and Infrastructure Practice
- **American Chamber of Commerce**, Yangon, Myanmar (February 2018 — July 2019)
  Co-chair Legal Committee
- **VDB Loi,** Yangon, Myanmar (March 2017 — June 2017)
  Senior Associate, Energy and Natural Resources Practice Group Lead
- **VDB Loi,** Yangon, Myanmar (July 2016 — February 2017)
  Senior Associate
- **SDSC Consulting, Ltd.,** Phnom Penh, Cambodia (November 2015 — June 2016)
  Partner

- **Gordon & Associates (Asia), Ltd.,** Phnom Penh, Cambodia (September 2014 — November 2015)
  Senior Managing Advisor, Regulatory & Government Affairs
- **Dongguk University,** Gyeongju, South Korea (February 2012 — August 2014)
  Jeju National University, Jeju Island, South Korea
  Associate Professor
- **Electric Reliability Council of Texas, Inc. (ERCOT),** Texas, USA (2008 — 2010)
  Senior Legal Specialist, Regulatory Affairs & ISO Functions
- **U.S. Department of Homeland Security,** USA (2008)
- **The State News,** Michigan, USA (2004 — 2007)
  Board of Directors, Finance and Policy Committee

Details of Major Projects Undertaken

Focus on Power and Energy Sectors	
Asia only	
Waste-to-Energy Project Financing	2020
Acted for an international lending consortium for the onshore and offshore facility and securities for the project financing of an over 120 MW waste-to-energy (W2E) power project and waste treatment facility.	
Thermal Power Project Financing	2020
Acted for an international lending consortium for the onshore and offshore facility and securities for the project financing of an over 1,200 MW thermal energy power project and waste treatment facility.	
Wind Project Company Acquisition	2020
Acted for the investors for a pre-COD wind project company acquisition, including negotiations and drafting of all transaction agreements.	
EPC Financing	2020
Acted for the sponsor with three solar projects entering a deferred payment scheme with an offshore EPC provider.	
Solar Project Companies Vendor Sale	2020
Acted for the equity owners seeking investors (on an auction basis) for two post-COD solar project company acquisitions.	
Lender's Counsel for Two Solar Projects	2020
Represented an offshore and onshore lending consortium to provide a loan facility to an offshore sponsor owner of two post-COD solar farms held in special purpose vehicles (SPVs).	
Borrower's Counsel – 5 Solar Project Companies	2020
Represented an offshore and onshore lending consortium to provide a loan facility to an offshore sponsor owner of five post-COD solar farms held in special purpose vehicles (SPVs).	
Borrower's Counsel –Solar Project Company	2019 — 2020
Represented a multinational company borrower taking a syndicated loan (offshore and onshore facility) to refinance EPC debt of the SPV.	
Lender's Counsel for Portfolio of Rooftop Solar Projects	2019 — 2020
Advising consortium of international lenders for the facility to a developer holding a portfolio of post-COD rooftop solar projects across multiple jurisdictions.	
Gas Power Plant Privatization	2019 — 2020

Focus on Power and Energy Sectors

Assisted potential investors for the potential equity acquisition, private operation and rehabilitation of two aging power generation assets, held and operated by the government.

Industrial Rooftop Solar Projects 2019 — 2020

Assistance to multiple developers of multiple rooftop solar installations for private off-take.

Hydropower PPA Assistance 2019 — 2020

Assistance to the investor undertaking feasibility studies of an existing hydropower project with potential international power delivery.

Waste-to-Energy and Waste Treatment Facility Acquisition 2019 — 2020

Advising the potential co-developer on a potential 145 MW W2E and waste treatment facility.

Lender's Counsel for Hydropower Project 2018 — 2020

Advising consortium of international lenders on an internationally-sponsored hydropower IPP.

Solar and Wind Project Company Acquisitions 2019

Acted for the investors on a number of solar and wind project company acquisitions, both pre- and post-COD projects, including conditions precedent satisfaction assistance (projects totaled over 1,000 MW).

Borrower's Counsel - Solar Project Company 2019

Acted for the owner of a 200 MW solar farm as borrower's counsel on potential international finance and EPC debt restructuring.

EPC Assistance 2019

Reviewed EPC agreements for contractors, including gas generation power projects and highways.

Coal Supply Pre-tender Assistance 2019

Assistance to the bidder in response to a national coal supply RFP.

Floating Solar Project 2019

Acting for the co-developer of a potential 40 MW floating solar installation.

Midstream and Downstream Project Company Acquisition 2018 — 2019

Acted for the equity investor on a petroleum import terminal, transportation, and retail outlet acquisition.

Greenfield Three Site Solar Project 2018 — 2019

Development assistance to greenfield sponsors on a 175 MW solar project, covering three sites.

LNG Import, Regasification, and IPP 2018

Advised on LNG importation, floating storage regasification unit (FSRU) deployment, and a 1,000 MW CCGT IPP. Assistance included structuring, regulatory requirements, legal and regulatory risk identification, and project documentation.

Cross-border Electricity Delivery 2018

Advised on the cross-border supply/importation of 1,500 MW in terms of power delivery. Advice included drafting assistance for the concession agreement, power purchase agreement, government guarantees, and structuring advisory.

70 MW Gas-to-Power Project 2018

Advised the sponsor consortium on a utility-scale (with private off-take) power generation project. Assistance included structuring, concession agreement drafting, project document (PPA and fuel supply) drafting and advising on regulatory requirements and investment approvals.

Focus on Power and Energy Sectors

Provincial HFO IPP 2018

Represented the project sponsors at the regional government for a 30 MW HFO IPP, serving load outside of the national grid.

Equity Investor and EPC Contractor Gas-to-Power Project Advisory 2018

Acted for the equity investor and EPC provider on a 145 MW CCGT power project. Advised on all project documentation and securitization of the project assets, fuel delivery and electricity generation for the sponsor consortium.

Regulatory Assistance to Off-shore Operator 2018

Advised an off-shore operator holding multiple PSCs on pending draft legislation and regulatory changes.

Re-domiciliation of E&P Company 2018

Advising on the holding company jurisdiction change, supporting novations, and all regulatory approvals to revise the approved shareholding.

Insurer's Counsel Solar Project 2018

Acted as insurer's counsel to advise on structuring, approvals and performed due diligence on the project as well as the EPC contractual framework. Assistance also included identifying undertakings and responsible parties under the project documentation.

Relinquishment of Interests in Offshore Blocks 2018

Advised the PSC holder in relation to relinquishing interests in blocks.

Offshore E&P Operator PSC and JOA 2018

Assistance to the PSC holder in relation to the JOA division of operation and interests in an offshore block's prospects.

Gas Pipeline Expansion 2017

Advised and assisted the contractor in relation to corporate and contract matters regarding offshore pipeline expansion.

Offshore E&P 2017

Advised and assisted in the procurement of MIC approvals for operations and share transfers in an offshore E&P company.

Solar Power Project Due Diligence 2017

Conducted due diligence on a target 300 MW solar project. Reviewed the relevant power-related and corporate documents for drafting and review of the due diligence report.

Feedstock dispute resolution 2017

Assistance to a thermal power generation company in relation to an importation and supply dispute.

LNG Importation and Distribution Advisory 2017

Led research and drafting of an advisory and market entry report for LNG importation and distribution activities.

70 MW Hydro Power Project 2017

Represented the local sponsor and consortium of investors for the implementation of a hydro project. Drafted and reviewed the electric energy concession agreement (MOA) and PPA.

25 MW and 30 MW Hydro Power Rehabilitation Project 2017

Represented the local sponsor in front of national cabinet members for the rental and rehabilitation of two state-held hydro power plants as well as related transmission elements for the private sale and delivery of power to industrial end-consumers.

20 MW Hydro Power Project 2017

Drafted and reviewed the PPA, including tariff structuring and concessions with the MOEE/DEPP.

Solar Power Project Due Diligence 2016 — 2017

Conducted due diligence on a 225 MW solar project target on behalf of the potential equity investor. Reviewed the relevant power-related corporate documents for drafting and review of the due diligence report.

Gas-to-Power Project 2016

Regulatory review and structuring for the import of LNG and deployment of an FRSU as well as for domestic gas use and export. This included capitalization strategies, profit extraction, and tax liabilities. Assistance included project structuring advice.

280 MW Hydro Power Project 2016

Drafted the electric energy concession agreement (MOA) and PPA. Liaised with the MOEE/DHPI in regard to the build-operate-transfer (BOT) agreement and joint venture agreement terms.

670 MW Hydro Power Project 2016

Market entry advice to the first internationally-sponsored large scale hydropower project in Myanmar.

Downstream and Midstream M&A 2015

Acted for the buyers of downstream and midstream assets held by an oil and gas supermajor.

2,000 MW Thermal Power Project 2015

Advised and negotiated in relation to the greenfield implementation on behalf of the project sponsors.

Languages:

	Speaking	Reading	Writing
English	Excellent	Excellent	Excellent