

## Our Major Projects Group

The Major Projects: Energy Mining & Infrastructure Group (EMI Group) is a team consisting of 18 members, focusing on various issues and matters involved in all aspects of Major Project deals. It is one of the eight practice / industry groups of the Baker & McKenzie GJBJ Tokyo Aoyama Aoki Koma Law Office (Gaikokuho Joint Enterprise), which currently has over 160 professionals including more than 110 Japanese attorneys and over 40 foreign qualified lawyers, including tax attorneys and patent attorneys.

The EMI Group in Tokyo includes six partners, ten associates and two paralegals with qualifications from the United States of America (California, Illinois, New York and Washington D.C.), England and Wales, Australia, New Zealand, Hong Kong and Japan. Details of each attorney of the group are attached. Most EMI lawyers are bilingual. Languages spoken include Japanese, English, French, Hindi, Mandarin, Swedish and Thai.

The EMI Group has acted on more than 60 projects for Japanese companies, contractors and consultants in foreign countries, with more than half of those projects in Japan.

Our major clients include utilities, trading houses, energy and mining companies, contractors, consultants and financial institutions.

### M&A

We have a comprehensive history of representing investors in mergers & acquisitions, including due diligence review, transaction structuring, negotiation, documentation and closing, as well as the more sophisticated requirements of project restructuring, acquisition financing, asset disposition and reorganization, and asset optimization and restructuring.

**Power** Our expertise covers all electric power generation technologies, including coal, oil and gas-fired thermal plants, nuclear, hydroelectric and renewable projects.

International power acquisitions undertaken by the EMI Group:

- China – coal-fired power plants / coal mines
- Thailand – biomass and various SPPs
- Vietnam – captive coal-fired
- Singapore – cogeneration (with project financing)
- Australia – coal-fired (with project financing)
- Indonesia – gas-fired
- Taiwan – gas-fired
- US – gas-fired (with project financing)

Characteristics of Regional Projects:

- Complex
- Time consuming
- Cross-border
- Multicultural

Power – Baker & McKenzie ranked No. 2 by value of mandates won and No.3 by number of mandates won [Infrastructure Journal 2003 League Tables](#)

We work with: Project sponsors, project investors, banks, multilateral lenders, government entities, turnkey and mining contractors, suppliers, offtake purchasers, trading and marketing companies

Tier 2 in Projects and Energy (international firms and joint ventures)

[Asia Pacific Legal500, 2009-2010](#)

**Mining** The EMI Group has a long history of servicing mining projects including coal, gold, copper, nickel, iron ore, chrome, lead, zinc, mineral sands, manganese, uranium and salt. We assist clients with documentation and advice at each stage of mining and metals projects in key jurisdictions throughout the world.

Some international mining projects undertaken by the EMI Group:

- More than 10 coal projects in Australia – Queensland, NSW (with project financing)
- Nickel project in the Philippines
- Coal projects in Indonesia
- Copper project in Chile
- Copper project in Fiji
- Chrome project in South Africa
- Lead/zinc/magnesium/copper project in Northern territory, Australia

**Oil & Gas** Our globally integrated teams of highly qualified local lawyers in various jurisdictions allow us to bridge the gap between the legal systems of developed and developing countries, and between common law and civil law systems including understanding and advising on sanctions and boycott rules, environmental regulations, tax minimization and labor laws.

Some LNG acquisitions undertaken by the EMI Group:

- Australia – LNG projects, coal seam gas projects
- Abu Dhabi – concession acquisition
- Sakhalin 1 – acquisition
- Kazakhstan – restructuring interests
- BTC Pipeline – acquisition of interest

The EMI Group has also acted for Japanese buyers in numerous LNG contacts including both long term and master SPAs covering countries including Indonesia, Australia, Russia and the Middle East.

**Petrochemicals** The Firm has a wealth of experience advising developers, off-takers and other parties on petrochemicals projects.

Some petrochemicals acquisitions undertaken by the EMI Group:

- Coke plant in China
- Facility in Thailand

## Project Development

Project development is one of our strongest areas of expertise. Our work includes structuring multiple party joint ventures and other relationships, advice regarding tax structures, advising on technical project documents such as power sale contracts, tolling contracts, O&M agreements, fuel procurement and transportation contracts, consulting agreements and financing and security agreements.

Over the years, we have assisted various Japanese utilities and energy houses on numerous long-term fuel supply contracts. We have developed a unique wealth of knowledge enabling us to deal with commercial and legal issues such as force majeure, price determination, change in ownership and on-sale. Examples of some project development matters undertaken by the EMI Group:

- **O&M Contracts:** Acting for Japanese companies as operators of power plants in Thailand

Baker & McKenzie was ranked fifth overall in Petroleum Economist's latest Energy Finance Poll in terms of global knowledge of oil and gas. In terms of regions, we were ranked first in Asia, South America and Australia, second in the CIS and Africa and third in the Middle East.

We have a coordinated team of lawyers who work on LNG projects worldwide and share know-how and best practices. The LNG team is part of the Firm's Global Energy, Mining and Infrastructure Group.

We have been involved in the development, financing, operation or other aspects of liquefaction facilities, export facilities, receiving terminals, and in relation to major sales contracts.

Baker & McKenzie has a unique global perspective on evolving the LNG industry.

- **EPC Contracts:** Advising Japanese sponsors/contractors on numerous EPC contracts relating to power plants, chemical plants, coal projects, etc.
- **Consulting Agreements:** Advising Japanese consultants regarding services / equipment supply on two IPP projects in the Philippines and two power projects in Malaysia
- **PPAs:** Advising on PPAs and tolling agreements
- **Fuel Supply Agreements:** Advising and drafting numerous long-term and spot agreement fuel supply arrangements, including coal and LNG
- **Project Documents:** Advising on all project documentation in over 40 projects for joint ventures in Australia, Singapore, Indonesia and China including joint venture agreements, tolling agreements, transportation agreements and technical support agreements

## Project Financing

The EMI Group has developed substantial know-how over the years in representing sponsors and lenders in project financing arrangements, including negotiating and structuring debt and equity investments, preparing loan and security documentation and issuing legal opinions.

Some project financing matters undertaken by the EMI Group:

- Project financing for two oil rigs in Egypt
- JBIC financing for a nickel project in the Philippines
- JBIC financing for 2 LNG projects in Australia
- Project finance arrangements of numerous mining projects in Australia
- Petrochemical facility in Thailand
- Refinancing for an aluminum smelter in Australia
- Financing of a copper project in Chile
- Refinancing of an open-cut coal mining project (including rail and port facilities) in North Queensland, Australia
- Financing of a coal project in Canada (including intercreditor arrangements)

## Regulatory

Drawing on the multi-jurisdictional qualifications of its team members and the strong support of our overseas local offices, the EMI Group is in a very good position to advise on regulatory work.

Some regulatory matters undertaken by the EMI Group:

- Conduct of proceedings in the United State involving power plant interconnection
- Advising on investment in US public utilities

## Disputes

The EMI Group has a long history in representing Japanese clients in many cross border project disputes and arbitration matters.

The EMI Group has represented Japanese clients in major disputes.

- Acting for the Japanese buyer in an UNCITRAL arbitration in relation to a coal sales agreement in Australia
- Acting for the buyer in an arbitration over a long-term coal contract in Australia
- Acting for the Japanese buyer in an ICC arbitration in relation to a long-term Coke sales contract in Germany

Our specialized legal expertise in the specific industry sectors enables us to serve our clients efficiently and with a focused and developed understanding of the commercial and legal issues they face.

- Advising the sponsor in a project dispute in India
- Advising a Japanese buyer on a dispute over a long term LNG SPA
- Acting for a Japanese consortium in a mineral joint venture dispute in Western Australia
- Acting for a power company in a major arbitration concerning long-term fuel supply in Queensland, Australia
- Acting for a Japanese trading house in a series of JCAA arbitrations concerning sales contracts in Central Asia
- Acting for a Japanese utility in a derivatives dispute

## Climate Change

We are regarded as the leading law firm in the world on climate change. Some of the assignments undertaken by the EMI Group include:

- Advising on climate change implications of various projects
- Preparing emission reduction credit sales agreements
- Advising on Joint Implementation and Clean Development Mechanism Schemes of the Kyoto Protocol
- Establishment of credit funds
- Advising on various forestry projects

## Construction

The EMI Group has advised Japanese sponsors, engineers and suppliers on engineering and construction contracts (including EPC contracts) in many projects in different parts of the world. Recent assignments include:

- Advising on the construction contract for an oil rig to be built in Singapore
- Advising on EPC contract for a greenfield captive power plant located in Vietnam
- Advising on various EPC contracts for electricity generation facilities in Australia
- Advising a Japanese supplier on its EPC contract for a gas cleaning plant in Australia
- Advising on construction and permitting for gas offloading terminal facilities in Japan.

## Other Project Work in Japan

The EMI Group works closely with our Banking & Finance team and is one of the country's leading firms, having acted on more than 150 PFI projects. We are mavens in the field and provided legal advice to the first foreign investor of a PFI in Japan. Our Firm continues to be heavily involved in many significant IPP projects in various industries including gas, energy, infrastructure and rail.

## Tax

The EMI Group works on structures relating to energy investments, especially the planning of efficient structures under Japanese and foreign tax regulations. We also provide advice on tax management issues created by M&A transactions, such as tax havens and maximizing foreign tax credit positions. We are also capable of dealing with all tax related matters including tax due diligence, advice on the structure of financial models, and advice on post-investment restructuring after M&A.

## Team Members

Paul Davis



- A Partner in the Tokyo office and a member of the Major Projects: EMI Group
- Admitted in England and Wales, UK; New South Wales, Victoria and Queensland, Australia; New Zealand; Hong Kong; and is registered as a foreign attorney in Japan
- Joined the Sydney office in 1975 and transferred to the Tokyo office in 1995
- English and Japanese

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Fumiko Ikeshiro



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## Other Offices of Baker & McKenzie in the Region

Asia Pacific: Bangkok, Beijing, Guangzhou, Hanoi, Ho Chi Minh City, Hong Kong, Jakarta, Kuala Lumpur, Manila, Melbourne, Shanghai, Singapore, Sydney and Taipei

### Professionals in Regional Offices:

|                           |     |                          |     |
|---------------------------|-----|--------------------------|-----|
| Bangkok                   | 51  | Singapore / Kuala Lumpur | 101 |
| Hong Kong / PRC / Vietnam | 297 | Sydney / Melbourne       | 282 |
| Manila                    | 49  | Taipei                   | 75  |
| Jakarta                   | 65  | Tokyo                    | 171 |

Our Energy Mining and Infrastructure Industry Group is recognized as a leading projects practice in Japan. We have been mentioned in:

- The Asia Pacific Legal 500, The Guide to Asia's Commercial Law Firms 2007-2008
- Euromoney Legal Group Guide – Energy & Natural Resources Lawyers
- IFLR1000, The Guide to the World's Leading International Business Law Firms
- Chambers & Partners, Global Guide to the World's Leading Lawyers

[www.taalo-bakernet.com](http://www.taalo-bakernet.com)  
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