



Freshfields Bruckhaus Deringer

OUR PPP PRACTICE

GRATA International

June 2016

Contents

Executive summary	3
Our Russian PPP practice	4
Leading league table position	5
Our PPP and infrastructure experience in Russia and the CIS	7
Our Global Project Finance practice.....	11
Our team – a brief overview.....	13

Executive summary

We hereby present the information about our PPP and infrastructure practice in Russia and the CIS, as well as information about our global project finance practice. We would be happy to discuss any questions you may have and provide you with additional information regarding our experience.

For further information please contact:



Fedor Teselkin
**Head of PPP practice in
Russia**
T +7 495 785 3000
E fedor.teselkin@freshfields.com

Our Russian PPP practice

For successful structuring and implementation of infrastructure projects in Russia it is important to provide the right combination of high-quality legal services and creative project solutions. Our international PPP team is particularly adept at this.

The team that deals with Russian and the CIS PPPs is made up of lawyers from across our global network, including Russia, the UK and Germany, and includes more than 20 partners and associates.

We have been providing legal support for infrastructure projects in Russia since 1996. That means that, for 20 years, we have been actively involved in the structuring and implementation of major Russian PPP projects for both the public sector and private investors in a number of industries, including transport infrastructure, and the utilities and energy sectors.

We have participated in the development of contract documentation for every PPP project we have implemented in Russia.

In addition to work on projects, our partners and associates are members of the Expert Council under the State Duma of the Russian Federation, are regularly engaged by the Ministry of Economic Development of the Russian Federation and other authorities in connection with lawmaking and regulatory issues in the sphere of public-private partnerships, and are also often called on to give presentations at international and Russian conferences on transport and infrastructure.

‘This team has very rich and broad experience of PPP projects’

Chambers Europe 2015

‘One of the leading firms in Russia for project finance’

IFLR1000 2005-15

‘Pioneers of this market; the lawyers know a lot about PPP.’

Chambers Europe 2014 PPP
Russia

Leading league table position

We are consistently ranked in the top tier, particularly for:

2016



Corporate/M&A,
Energy and natural resources

2016



Corporate/M&A
Public Private Partnership
Energy and natural resources

2016



Corporate/M&A; PPP
Public Private Partnership
Transportation

2016



Corporate /M&A
Project finance

2012



Project finance
Private equity

Our efforts and results are acknowledged by respected international legal ratings, which continually name us as leaders in project finance and PPP.

Rank	Year	Band
IFRL1000 (since 2005)	2005 - 2016	Nº1
Chambers Europe (since 2007)	2007 - 2016	Nº1
Legal 500 (since 2010)	2010- 2016	Nº1

Selected quotes

IFLR1000

One of the leading firms in Russia for project finance.

Competitors are unanimous in their praise of Freshfields. According to one of them, "Freshfields - the best company in the sphere of PPP and financing in the infrastructure sector." Top ranking of the firm is not in doubt.

Freshfields is very big on PPP (public-private partnership) and infrastructure," comments one peer, "They do mainly sponsored work and a lot of PPP projects," says another and a further partner adds: "Freshfields is big on PPP, they are known for it.

Chambers Europe

This well-rounded team's market position remains unchallenged due to the group's continued instructions on some of the largest projects in Russia.

Clients are seeking to the firm for practical solutions based on the experience of direct consultation on projects and intimate knowledge of the context....

This team is also described as a pioneer for concession work, as evidenced by its drafting of the country's first federal PPP legislation.

Legal 500

It knows the peculiarities of Russian PPP in different industries – in any field where PPP has stepped up in Russia, Freshfields Bruckhaus Deringer has sound, hands-on experience.

We believe that our experience in this sphere would be useful for you and the Project

Our PPP and infrastructure experience in Russia and the CIS

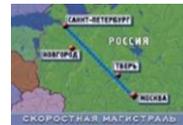
We have experience in advising all parties on PPP projects (banks, shareholders, government agencies, etc.). We provide legal support for all available models of PPP in Russia, including on the basis of federal legislation on concession agreements, public-private partnerships and the life cycle of contracts, as well as regional PPP laws.

Our experience includes advising:



Pulkovo Airport

\$1.8bn PPP project to reconstruct and operate St Petersburg Pulkovo Airport



Moscow to St Petersburg toll road

on a project to finance, construct and operate Moscow-St Petersburg toll road



Western High Speed Diameter

€2.8bn PPP project to construct and operate the Western High Speed Diameter (WHSD) toll road in St Petersburg



Central Ring Road

on a project to construct a toll road

We advised:

Transport

- ▶ a consortium of lenders on financing the \$2bn project to construct and operate the first section (15 - 58 km) of the Moscow-St Petersburg toll road (a BOT pursuant to the Federal Concessions Law);
- ▶ a consortium of sponsors (including **VTB Capital** and **VINCI Concessions**) on a project to finance, construct and operate **sections 7 and 8 (543 - 684 km) of the Moscow-St Petersburg toll road** (a BOT pursuant to the Federal Concessions Law);
- ▶ a consortium of sponsors on a project to finance, construct and

operate **Sections 3 and 4 of the Central Ring Road** around Moscow;

-
- ▶ the sponsors on the €2.8bn PPP scheme to construct and operate the Western High Speed Diameter toll road in St Petersburg;
-
- ▶ the **City of St Petersburg** on the \$1.3bn Orlovsky Tunnel project, a concession project pursuant to the Federal Concessions Law involving the construction of a toll road tunnel under the Neva river;
-
- ▶ the **Russian Ministry of Transport** on a feasibility study into the first Russian road concession;
-
- ▶ the public side on a feasibility study and preparation of the concession tender for **the Central Ring Road**, a US\$ multibillion toll road in the Moscow region;
-
- ▶ the private investor (concessionaire) on the PPP project to create and operate a **federal toll collection system** for heavy-weight trucks;
-
- ▶ the lenders on a project to install a **road traffic control system** in one of the Russian regions;
-
- ▶ the sponsors, **VTB Capital**, German airport operator **Fraport** and Greek investment group **Copelouzos** on the St Petersburg Pulkovo Airport \$1.8bn PPP scheme;
-
- ▶ a subsidiary of **Russian Railways** on developing the high-speed railway project between Moscow and St Petersburg (VSM-1);
-
- ▶ **Russian Railways-led consortium** in the bid for the project to develop Tavan Tolgoi coking coal mine and related railway infrastructure in Mongolia;
-
- ▶ **Russian Railways** on the tender for an Armenian Railways concession;
-
- ▶ the public developer (for the City of St Petersburg) on a road infrastructure project in St Petersburg;
-
- ▶ **N-Trans** on the establishment of JVs with Autostrade, the Italian national system of motorways, and VINCI Concessions, Europe's leading operator of transport infrastructure concessions, to participate in PPP toll road projects;
-
- ▶ **Corporation of Development** on a PPP project to construct and operate the Northern Route – a major new railroad route for cargo transportation;
-
- ▶ **VTB Capital** in respect of a major federal concession to finance, design, construct and operate an automobile bridge crossing the Lena river in vicinity of Yakutsk;
-
- ▶ the public project developer, RMP-Taman, in respect of the project to finance, construct and operate a **USD multibillion sea port in**

Taman on the Russian Black Sea coast based on a PPP scheme;

-
- ▶ the Moscow state authorities and GUP MosqortransNII project on various legal aspects of and the legal framework for the project to construct and operate new lines of **Light Rail Transport (LRT) in Moscow**;

 - ▶ the **Moscow Metro** in respect of all legal matters relating to the financing and supply of metro trains and their life-cycle maintenance. This is the first rolling stock PPP in Russia;

 - ▶ the **Government of St Petersburg** on the development of regional PPP Law;

 - ▶ an international bidding consortium on the tender for the ca. \$1bn project to construct and operate Nadzemny Express, a **light rail system in St Petersburg**;

 - ▶ Russian Railways and its subsidiary, **OJSC High Speed Rail**, in relation to structuring and financing a project to finance, construct and operate a high-speed rail line from Moscow to Kazan.
-

Public utilities

- ▶ **Vodokanal of St Petersburg** and the **City of St Petersburg** on the Neva Water water supply PPP scheme to reconstruct Northern WTP, which involves the construction of a new treatment plant on a BOT basis;

- ▶ **EVN AG / WTE Wassertechnik GmbH** on a range of utilities projects in Moscow. The projects include construction and refurbishment of water, wastewater and waste facilities and are all at different stages of implementation;

- ▶ **Vodokanal of St Petersburg**, the state enterprise managing all water facilities of the City, on several water and wastewater infrastructure projects;

- ▶ **WTE Wassertechnik GmbH** on:
 - a project to construct a plant to produce sodium hypochlorite for the Moscow water system;
 - a project for the construction and subsequent operation of a potable water facility in Moscow;
 - construction of a mini-heat power plant using biogas from the Lubertsy waste water treatment facilities in Moscow;

- ▶ **EVN** on:
 - its successful participation in a tender and conclusion of agreements for the reconstruction and operation of a waste incineration plant in Moscow;
 - an investment project to build a mini-heat power plant using biogas at Kuryanovo sewage treatment facilities in south-east Moscow;

- ▶ a Scandinavian construction consortium comprising **NCC, Skanska** and **YIT** on the €300m PPP project for the completion and operation of a wastewater treatment facility in St Petersburg;
- ▶ **a major international corporation** on structuring a key project for the development of the water supply system in one of the Russian regions;
- ▶ **Stockhausen** (Degussa group) on the construction and operation of a plant to reclaim lagoon areas in Moscow for the Moscow government;
- ▶ **a European investor** on the reconstruction and operation of wastewater treatment facilities in South Butovo (Moscow) and Zelenograd;
- ▶ **a European client** on the early phases of the project to construct and operate a waste incineration plant in Ukraine.

Social sector

- ▶ **Palace of Arts of St Petersburg** on a PPP project;
 - ▶ **a European investor** on the reconstruction of sports facilities in different regions of Russia;
 - ▶ **a European investor** on structuring model agreements to establish and operate medical centres in Russian regions.
-

Our Global Project Finance practice

Our global project finance practice is the most experienced project finance groups of the world's major law firms which regularly advised on major industrial and petrochemicals projects. Our traditional strengths in complex, highly structured transactions and our international network of offices have supported the rapid growth of the practice and means that we are involved on some of the most sophisticated transactions globally.

Our project finance lawyers are infrastructure and energy specialists – they make it their business to understand the assets they are dealing with. In addition, our group includes experts from areas such as M&A, public international, regulatory, public procurement, property and environmental law. And tax and sector specialists. Our multidisciplinary approach enables us to create specialist team who can provide tailored solutions to your needs quickly and effectively.

We have learnt the importance of understanding local regulatory environments and have established significant local expertise. We pride ourselves on the good relationships we maintain with a number of major governmental authorities, state and public agencies, international and major local corporations and banks across the region.

Our global legal ratings

Rank	Practice areas	Year	Band
Chambers global worldwide	Rail: Finance	2016	Nº1
Chambers global worldwide	Projects & Energy	2016	Nº3

Highlights of our global project finance experience:

We have advised:

- ▶ **The bond lead managers** on the Belgian A11 PPP Project;
- ▶ **New Kansai International Airport Company** on the PPP concession of Kansai and Osaka International Airports;
- ▶ **An international power generation company** on their bid for a 10-year power purchase agreement with the Panamanian utility;
- ▶ **The RT Global Resources**-led consortium on the Uganda crude oil refinery project;
- ▶ **The lenders** on the £1bn financing of the Thames Tideway Tunnel project in the UK;

With 21 partners worldwide and more than 60 dedicated lawyers, we have the 'Sources describe the efforts of the firm in this area as 'outstanding'

Chambers and Partners Latin America-wide 2014, Projects

'They understand the issue and get straight to the point, and they're business-focused'

Chambers and Partners UK 2015, Projects

- ▶ **The UK Department for Transport** on the £2bn Thameslink Rolling Stock;
- ▶ **The authority** on the bid and selection process related to the I-70 East Project in Colorado;
- ▶ **Transport for London** (now London Transport) in connection with the concession operating on the North London Line and the East London Line;
- ▶ The Standard Bank of South Africa Limited and RMB in connection with participation by the Bombela consortium (Bouygues Travaux Publics, Bombardier, Murray & Roberts and Strategic Partners Group) in the US\$ 3.3 billion **Guatrain** 80 km Rapid Rail Link concession project. The Guatrain line will link OR Tambo international airport, Sandton, central Johannesburg and Pretoria (South Africa's capital). This is the second largest PPP rail project to be procured after the London Underground PPP project (for which we were also advisers) and the largest greenfield rail project currently under construction globally;
- ▶ **European Bank for Reconstruction and Development (EBRD)** on the project financing, construction, operation and maintenance of the M1/M15 toll motorway project. Under this project, we developed the contractual documents, facilitated agreements between the project partners, and obtained the required permits and licences from the state authorities. We also advised EBRD-backed lenders in arbitration on this concession;
- ▶ on the bidding and tendering procedure for the implementation of a project for the construction of a bridge on federal motorway 20. This is one of the Germany's first concession and privatisation projects for the construction and operation of federal motorways by private investors;
- ▶ the sponsors on the construction of a **tunnel under the Trave river** in Lübeck. This is the second BOT concession project under the new Federal Road Construction and Private Finance Act (Germany);
- ▶ PLUS (the concessionaire) on the financing of the 772km long Malaysian North-South Expressway toll road, the largest toll road project to date which has been successfully financed on a project finance basis (Malaysia).

Our team – a brief overview

Russian team



Fedor Teselkin
Head of PPP practice in Russia

Fedor's main specialisation is corporate and commercial law and project

finance, with a focus on public-private partnership schemes for public infrastructure projects.

His experience includes advising on major Russian PPP projects in transport including toll roads, airports, utilities and social infrastructure in Russia

Fedor is a member of the Expert Council of the Russian State Duma and the Expert Board of the Foreign Investments Advisory Council to the Russian Government, and has actively participated in several legislative processes.

Fedor is a graduate of the international law department of the Moscow State Institute of International Relations. He joined the firm in 2002. He speaks Russian, German, French and English.

'Fedor Teselkin is client-oriented, and offers clear and creative solutions

Chambers Europe 2015 PPP Russia

'Fedor Teselkin is a highly active and respected, who continues to develop this top-notch practice.'

Chambers Europe 2014 PPP Russia



Innokenty Ivanov
Partner

Innokenty is head of our infrastructure and transport group in Russia. He specialises in corporate law

and project finance, with a focus on PPP infrastructure projects. Innokenty was involved in structuring and implementing most major infrastructure projects in Russia, including in transport infrastructure, energy, utilities and other sectors.

Innokenty also has considerable experience advising clients on mergers and acquisitions, joint ventures, securities market regulation, corporate governance and regulatory issues. In the past several years he has been in

'Innokenty is a highly valued specialist, who has been doing this for a very long time'

Chambers Europe 2015 PPP Russia

'Innokenty Ivanov the "leading PPP specialist" and "guru of Russian infrastructure

Chambers Europe 2015 PPP Russia

charge of our work with public sector clients in Russia, including a major Russian transport monopoly, which he advises on various corporate issues, capital market deals, financing, rolling stock renewal and infrastructure projects.

Innokenty has also actively participated in the development of the legal framework for Russian PPPs and is a member of the Russian State Duma expert council for PPP legislation. He assisted in the preparation of a pioneering law 'On the participation of the City of St Petersburg in public-private partnerships' enacted in 2006 that now forms the basis of a number of projects in St Petersburg. International league tables rate Innokenty highly in his fields of expertise.



Alexey Tokovinin

Senior associate

Alexey specialises in project finance and corporate and commercial law. Alexey regularly represents

Russian and international clients in PPP/PFI projects, M&A transactions and joint ventures. He has assisted multilateral financial organisations, companies and governments on projects in infrastructure, oil and gas, metals, mining, machine-building, insurance, shipping and medical services sectors.

Alexey is a graduate of the international law department of the Moscow State Institute of International Relations (MGIMO). Before joining the firm in 2009, Alexey worked as an associate in other international law firms in Moscow for over six years. He speaks Russian and English.



Elena Khmelevskaya
Senior associate

Elena specialises in corporate law, including M&A and JVs, and in PPP and EPC issues. She also has

significant experience in advising on a wide range of general corporate, commercial and regulatory matters. She has assisted clients in projects in the infrastructure, energy and natural resources, automotive, technology, media and telecommunications, real estate, consumer goods and retail sectors.

Elena graduated from the Moscow State Law Academy and has been a member of the Moscow bar since 2002. Before joining the firm in 2007 Elena worked in a leading Russian law firm. A Russian native speaker, she is fluent in English.



Iskander Binashev
Associate

Iskander specialises in public-private partnerships, providing support for tender procedures and

procuring project financing. He has represented all main parties in PPP transactions, including lenders, Russian and foreign investors, and state bodies. Iskander graduated from the Higher School of Economics National Research University. In addition to Russian, Iskander is fluent in English, Turkish and Tatar.

International team



Alex Carver
Partner

Alex has experience of a variety of infrastructure transactions, including project financings and

acquisition/leverage financings, as well as on disposals and acquisitions of infrastructure assets and investments,

‘Alex Carver is well versed in advising on domestic and international infrastructure transactions. Sources say he is "very easy to work with and very proactive.’

(particularly in the secondary market for PFI/PPP assets) both in the UK and overseas, and has extensive experience in the aviation sector.

Alex is co-head of the firm's rail, road and social infrastructure sector group. He acts for sponsors, credit providers and government authorities.

Alex Carver became a partner in May 2003. Alex qualified as a solicitor in 1995 and has been part of the firm's global infrastructure and transport sector group since 1997.

During his career, he has spent periods on secondment to JKC & Oil Gas plc, UBS and Assured Guaranty in New York. Alex graduated from University of Leeds and York Law School.

Chambers UK 2015



Michael Schwartz

Partner

Michael is a German Rechtsanwalt and has been a partner since 2000. He has over 20 years of

experience in Russia advising client on corporate and commercial law and project finance transactions. Michael has established a Russian desk in the Munich office. Michael assisted clients in infrastructure and transport, real estate, oil and gas and retail sectors.

Michael was educated at the universities of Munich and St Petersburg. He speaks German, Russian and English.

freshfields.com

The information and opinions contained in this document are not intended to be a comprehensive study, nor to provide legal advice, and should not be relied on or treated as a substitute for specific advice concerning individual situations. This document speaks as of its date and does not reflect any changes in law or practice after that date.

Freshfields Bruckhaus Deringer LLP is a limited liability partnership registered in England and Wales with registered number OC334789. It is authorised and regulated by the Solicitors Regulation Authority. For regulatory information please refer to www.freshfields.com/support/legalnotice.

Any reference to a partner means a member, or a consultant or employee with equivalent standing and qualifications, of Freshfields Bruckhaus Deringer LLP or any of its affiliated firms or entities.

© Freshfields Bruckhaus Deringer LLP 2016