



# ENERGY



**DLA CLIFFE DEKKER  
HOFMEYR**

**EVERYTHING MATTERS**

# ENERGY

At Cliffe Dekker Hofmeyr, we have a leading Energy practice with access to a network of more than 200 dedicated, specialised lawyers in DLA Piper offices around the world.

We have extensive experience in advising on significant energy and infrastructure projects and on a variety of assignments within the South African and Southern African energy markets.

Our clients include governments, and government departments/agencies, sponsors, lenders, contractors, project companies, utilities and consortia on all aspects of the energy business and across all fuel types, including power generation, transmission and distribution, industrial, commercial supply and carbon markets.

## OUR ENERGY SECTOR EXPERTISE

In the transmission and distribution of electricity and gas, and issues relating to networks, we advise in relation to codes, licenses, permits, transportation, connections and other regulatory issues. We are knowledgeable about every facet of these complex projects, understand the position of the different participants in the business context and are therefore able to effectively and efficiently advocate the unique position of each client.

In both domestic and regional energy transactions, we have analysed a broad range of legal issues, including those relating to regulatory frameworks, procurement, sovereign immunity, contracting authority, environmental issues, tax, project financing and providing security for such financing, black economic empowerment and social investment policies, property related issues and cross-border trade and regulatory issues.

We have drafted and negotiated power purchase agreements, construction contracts, operating and maintenance contracts, utility supply agreements, land use agreements and financing agreements. We have also processed and obtained environmental and other construction and operating regulatory permits and consents.

Our lawyers combine a detailed legal knowledge of the energy sector and commercial awareness of the energy industry. We constantly renew our knowledge to ensure our expertise remains unrivalled within our industry and that we are best placed to support our clients' needs. Our Energy sector expertise is located across the many practice areas of the firm allowing a seamless service to clients.

## OUR SERVICES

We advise in relation to the full range of legal issues in every project including:

- restructuring and deregulation;
- planning, development, environmental and regulatory;
- acquisitions and disposals of assets and entities;
- negotiating project specific documents including concession agreements under public private partnerships, power purchase agreements for all types of generation schemes, operating and maintenance agreements, EPC agreements, connection agreements, transmission, use of systems agreements and fuel supply agreements;
- structuring complex joint ventures and project entities;
- procurement, competition law, employment law, property/real estate law, social investment policies, black economic empowerment, governing law and dispute resolution and health and safety;
- tax, exchange control and customs and excise; and
- advising on the financing and refinancing of projects consisting of the negotiation of all financing agreements including security structures and instruments and carbon trading matters.

# RECENT REPRESENTATIVE WORK

- Advising on power purchase agreements in the Southern Africa electricity sector taking into account applicable regional treaties.
- Advising on commodity linked electricity agreements.
- Advising on the construction, financing and maintenance of conventional and nuclear fuelled power stations.
- Advising the South African Government nominee in the Pande gas project and the project company in respect of the EPC contract, gas transportation agreement, financing agreements, the operations and maintenance contract and shareholders' agreement.
- Advising on the power purchase agreement, shareholder agreement, wheeling agreement and the operations and maintenance agreement in respect of a Wind Farm project in Darling in the Western Cape.
- Advising on the importation and utilisation of LNG and the subsequent use thereof in a power station and related commercial and financial transactional agreements.
- Advising Project Company on the utilisation of furnace gas in a co-generation power plant and related transactional agreements.
- Advising on establishment of a colliery and power station in a neighbouring country and the sale of energy cross border to South Africa pursuant to a power purchase agreement.
- Advising on the commercial and financial aspects of gas fired, hydro electric and co-generation power stations in Mozambique.
- Advising Eskom on the development and implementation of various demand side management agreements.
- Advising on the restructuring of the power generation industry in Kenya including all power purchase arrangements with third parties and the subsequent proposed IPO.
- Advising on the rationalisation and restructuring of a distribution and reticulation industry within Angola.
- Advising short-listed bidder on the DME IPP Peaking Project within South Africa including all regulatory aspects and the construction, financing, operating and maintenance, power purchase agreement and fuel supply.
- Advising on the ring fencing and licensing requirements in respect of restructuring of Nampower (Namibia).
- Advising on the development of a re-gasification terminal and power station in a South African port.
- Advising on the development, construction, financing and operation of 12 hydro electric power stations on the Orange River and the underpinning power purchase agreement.
- Advising bid entity on Eskom Medium Term Powers Purchase Programme and Base Load Programme.
- Advising on the construction of the Transnet Multi-Products Pipeline Project from Durban to Johannesburg.
- Advising on the development of a petroleum multi-products pipeline project from Maputo (Matola) to Kendal.
- Advising lead contractor on refurbishment of the Zimbabwe national transmission system.
- Advising on the development of a base load mine mouth power station in Limpopo Province and trade exchange agreements with foreign entities.
- Advising on the development, financing, construction, operation and maintenance of fossil fired power station together with a cross border railway line and development of deep water ports.
- Advising on the development, financing, construction and operation of a copper/cobalt mine in a neighbouring country and the product off-take arrangements with third parties.
- Advising Australian wind-assessment consultancy on laws governing wind-generated electricity in South Africa, and on land-access and long-lease-option agreements with landowners.
- Advising national minerals and energy department on introduction of voluntary system of tradable renewable energy certificates.
- Drafting model windpower-generated electricity-purchasing contract for United Nations Development Programme.

# RECENT REPRESENTATIVE WORK

- Assisting with regards to oil storage in disused mines and with pollution issues at Ogies and then advice and assistance given with regards to various mineral rights agreements between Strategic Fuel Fund and Duiker Mining and Xtrata.
- Provided specialist high-level advice to Oil Pollution Control SA (OPCSA) on oil spills and marine pollution, services to oil tankers at ports such as Saldanha Bay and Cape Town, general advice given to OPCSAs with regards to contractual relationships with National Ports Authority and SAMSA.
- Drafting and negotiating of oil tank storage agreements in respect of Bonnelight crude involving Quantum Energy Inc and its contracted supplier, Premier Energy Group Llc of Virginia, USA and dealing with supply through import and export vessels, management and operations of storage tanks and loading and discharging conditions, etc
- Drafting agreements in respect of coal bed methane gas for gas reserves at Lupane and Chiredzi, transactional work in respect of coal bed methane gas exploration, production sharing agreements in respect of hydro-carbon deposits, participation agreements, operating agreements, joint operating agreements for exploration and exploitation of hydro-carbons and general advice given with regards to deal structuring in respect of gas resources.
- Assisting clients with negotiations with Singaporean and Indonesian listed companies providing a one-stop service and equipment supply in respect of oil rigs, pipeline and tubular products and equipment supply for oil and drilling rigs.
- Advised various companies in the energy sector such as Eskom, Enercon (India), Schedule C licensees and general corporate/commercial work within the oil, energy and gas sector.
- Advising Tullow Oil in relation to its joint development power plant and supporting transmission line network in Uganda.
- Advised a BEE company in relation to its proposed acquisition of an oil multinational's distribution network in Swaziland and Lesotho.
- Advised the Government of the People's Republic of Mozambique in relation to the restructuring of the operations of the Cahora Bassa hydroelectric project and its shareholder interest in HCB, the Mozambican company that operates and owns the hydroelectric project.
- Advised Climate Change Capital (a UK based carbon credit investment fund) in relation to its investment in a Durban-based carbon credit project.
- Advised Carbon Reductions Limited (a UK-based carbon credit investment fund) periodically in relation to its CER capacity generation projects in the Republic of South Africa.
- Co-hosted with DLA Piper (the world's second largest law firm) two day Carbon Markets workshop for Eskom Holdings Limited.



# WHY CHOOSE CLIFFE DEKKER HOFMEYR?

With more than 130 directors and 300 lawyers, Cliffe Dekker Hofmeyr is one of the largest business law firms in South Africa, combining a strong national presence with global reach. Our vision is to be the leading South African business law firm, delivering excellent service to our clients.

We are committed to providing effective business solutions and to ensuring a better service experience. Our aim is to foster stronger working relationships and a deep understanding of our clients' needs and the factors that drive their business.

Our legal teams are fairly evenly split between our Johannesburg (Sandton) and Cape Town offices, giving us sizeable influence in both key financial centres in South Africa.

Our exclusive relationship with DLA Piper, one of the largest legal services organisations in the world, extends our reach on behalf of our clients to all the major business centres globally.

Africa is a key growth area. As a member of DLA Piper Group with its network of firms across the African continent, we offer our clients an unparalleled pan-African service that combines international expertise with an excellent knowledge of local legal and cultural frameworks.

(Read more at [www.dlapiper/Africa.com](http://www.dlapiper/Africa.com)).

## OUR SERVICES

We offer a full complement of business legal services in ten core Practice Areas: **Corporate and Commercial, including Intellectual Property; Competition; Dispute Resolution; Litigation and Arbitration; Employment; Environmental; Finance, Projects and Banking, including Energy; Real Estate; Tax; Technology, Media and Entertainment; and Trusts and Estates.**

Our lawyers are specialists. The scale of the firm gives our lawyers the capacity to narrow their area of expertise, allowing them to specialise in a particular field of law and broaden their level of knowledge in that specialist area.

Our capacity brings the depth of skills and specialisation needed to meet the full service business needs of our clients, no matter the size of the transaction - large or small - anywhere in the world.

## EMPOWERMENT AND TRANSFORMATION

Cliffe Dekker Hofmeyr can confidently claim to be a champion of empowerment in the legal profession. Currently, approximately 30% of shares in the firm are owned by black directors, with some 24% held by women. We have committed to developing a practice that values diversity and we actively contribute to achieving the objectives of black economic empowerment through transformation within the firm and investment in our communities.

## SOME AWARDS

*Rated the No. 1 law firm in South Africa in 2009* and over four years in the *PMR.africa* annual survey in which clients rank the top legal firms across a range of service criteria. The firm has remained in the top two legal firm ratings for the last six years.

Named *Legal Adviser of the Year, 2008* in the *ACQ Finance Country Awards for Achievement* category.

Named Best Corporate *M&A Practice - Africa, 2008* in *The New Economy Legal Awards*.

**Mondo Ntlha**, National Practice Head: Competition named as *Best Competition Lawyer - South Africa, 2008* in the *World Finance Legal Awards*.

*Mergermarket M&A League Tables for 2008*: Cliffe Dekker Hofmeyr tops the South African legal advisor league tables.

Our Finance, Projects and Banking practice is ranked in the top tier in *Chambers Global, 2008* and *Legal500 EMEA, 2008*.

*PLC Which Lawyer? 2008* ranks us as a 'Leading' practice in Capital Markets and Environmental law.

**Kieran Whyte** is named as one of three highly rated energy lawyers in South Africa in the Chambers Global Guide.

**Terry Winstanley** has been named as South Africa's leading environmental lawyer for the last five years in *PLC Environmental Handbook* and *PLC Which Lawyer*.

Our philosophy is that if it matters to our clients, it matters to us!

# CONTACT US

For further information about our Energy services please contact a member of our team listed below.



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