

# Latin America

CMS has steadily grown its presence in Latin America over the past ten years. In 2017 we added to our well-established offices in Rio de Janeiro and Mexico three new CMS member firms in Chile, Colombia and Peru.

Our six offices across five of the most important economies in Latin America participate from a regional CMS committee to provide clients with consistent, integrated coverage throughout these jurisdictions.

All of these offices have prominent Corporate/ M&A practices. Our lawyers have extensive legal experience in corporate and commercial law, mergers and acquisitions, serving clients in finance, energy, infrastructure, real estate & construction, TMC, and Hotel & Leisure sectors, providing much more than just technical legal services. We advise on market practice, negotiating positions and risk assessment.

The Financial Services Industry, Consumer Business, Technology, Media & Telecommunications, and Energy & Natural Resources drive the M&A activity in Latin America, which is mostly intra-regional. Cross-border M&A activity is led by USA and Europe.

With the incorporation of the new firms, CMS' expertise will be deepened and expanded, both in Latin America and worldwide.

Most Latin American economies have long been driven by the energy and natural resources sectors, but have been slow to make necessary investments in infrastructure projects. The picture has changed over recent years, as many Latin American countries have launched major investment programmes to deal with the infrastructure deficit and serve a growing middle class.

CMS is playing an active role in these changes – our energy, mining, projects and construction practices are central to our work across the region. Our lawyers combine deep knowledge of these core sectors with expertise in complementary practice areas – including real estate, project finance, corporate law, administrative law, environmental law, and employment. This unique combination offers you much more than just technical legal services – we deliver business-focused advice on market practice, negotiating positions and risk assessment.





## Oil and Gas

- Asian National Oil Company on the proposed acquisition of a Brazilian oil company with exploration, development and production assets, including all legal due diligence.
- ENGIE (GDF Suez E&P International) on its participation in the third phase of the Round One auction for the award of onshore oil and gas licences in Mexico.
- GNL Quintero S.A. on the survey, location and acquisition of land for its LNG regasification plant.
- Agencia Nacional de Hidrocarburos – ANH (Colombia) in the analysis and review of bank guarantees issued in favour of the ANH by various players in oil exploration and production, as a closure mechanism for their financial and contractual commitments.
- OSX Leasing Group on the USD 420m and USD 850m syndicated debt financings and USD 500m issue of secure bonds for the construction and operation of the OSX-1, OSX-2 and OSX-3 FPSOs, including the drafting and negotiation of bankable EPCI, charter and operation contracts.
- Repsol in legal matters ranging from the marketing of products from its refinery to the sectoral and regulatory aspects of its operation in Peru.
- Balmoral Offshore Engineering on contracting with Petrobras, the incorporation of its Brazilian subsidiary, acquisition of land and permits required for the construction of a manufacturing facility, a proposed joint venture with a Brazilian strategic partner, local regulatory requirements, banking and exchange control matters.
- Enagás International S.L.U.:
  - on the termination of the Peruvian Southern Gas Pipeline Contract as shareholder and qualified operator, requiring a thorough knowledge of the concession contract, material contracts (engineering, procurement and construction, operation and maintenance) and regulatory standards. The project is valued at USD 4.2bn.
  - in the tender for the award of a project for the supply of LPG for Lima and Callao. Enagás participates as Qualified Operator in one of the consortiums that participates in this bid.
- Petroperu, a state-owned oil company, on obtaining the necessary authorisations for the assignment to Geopark Perú S.A.C of 75% of its participation in the License Agreement for the Exploration and Exploitation of Hydrocarbons in Block 64, located in the northern Peruvian rainforest.
- Premier Oil on its successful participation in the 11th licensing round for oil and gas concessions in Brazil, including assistance with qualification, obtaining data, provision of guarantees.

# Power

## Transmission

- Endesa Chile in the regularisation of Endesa power transmission lines (easements) throughout the entire Chilean territory.
- Elecnor in:
  - tender processes, awards and construction of high voltage power line systems for the Central Interconnected System (SIC).
  - the international public tender process for the construction and operation of high voltage power lines system, resulting in the award of the “Alto Jahuel – Ancoa” section. Our advisory services included: terms of tender analysis; offer document drafting and legalisation; presentations and formalities before the Ministry of Energy and the National Energy Commission; the obtaining of a USD 160m loan; and the procurement of the electricity concession.
  - the international public tender process which led to the awarding of the “Charrúa – Ancoa” section, including: the terms of tender analysis; preparation and legalisation of offer documents; and presentations and formalities before the Ministry of Energy and the National Energy Commission.
- Eléctricas de Medellín Ingeniería y Servicios – EDEMSA (Colombia):
  - on the expansion of a trunk transmission system line 2x500kV Pichirropulli – Nueva Puerto Montt, increased by 220kV.
  - advising EDEMSA as the EPC contractor for the inter-regional line of Interchile in the procurement of building permits, work facilities, warehouses, towers, surface modification, electrical easements, among others. This is the most important high-voltage line in Chile, which will allow the interconnection of the two transmission systems in the country. The project is due for completion in 2017.
- Elecnor’s local branch on preparing bids in the infrastructure tender process for the “Transmission and Interconnection Tenders 2015/02”, led by the Norte Grande Interconnected System (SING) and Central Interconnected System (SIC) Load Economic Dispatch Center (CDEC), for the following works:
  - Nueva Charrúa Substation, Line Switch 2x500kv Charrúa – Ancoa 1 and 2, New line 2x220kv Nueva Charrúa – Charrúa.
  - Line 2x500kv Pichirropulli – Nueva Puerto Montt, live at 220kv.
  - Nueva Diego de Almagro Breaker Substation, New line 2x220kV between S/E Nueva Diego de Almagro – Cumbres and Auto-Transformer Bank 1x750MVA 500/220kV.
  - New Line 2 x 500kV 1500MW between Los Changos substation and Nueva Crucero Encuentro substation, Auto-Transformer banks 2x750MVA 500/220kV at the New Crucero Encuentro substation, Self-transformer bank 750MVA 500/220kV at Los Changos substation, and New Line 2x220kV 1500MW between the Los Changos substation and S/E Kapatur.
- Empresas Públicas de Medellín, E.S.P. (EPM) on the acquisition of 51% of Elektra Noreste, SA (ENSA), and 86.41% of Distribuidora de Electricidad Del Sur, SA (DelSur). EPM was part of a consortium led by Iberdrola S.A. for the acquisition of 80% of the assets from the AEI fund in Latin America for approx. USD 4.8bn.
- Banco de Chile on multiple regulatory matters related to cross-border banking activities, including the acquisition of an important thermoelectric facility.
- Several NCRE companies in the February 2015 Supply Tender process for regulated customers from Chile’s Norte Grande Interconnected System and Central Interconnected System (SING and SIC).





## Renewables

- Solarpack:
  - in the structuring and negotiation of the construction contracts for building and development of three photovoltaic generation plants in Chile, with a total capacity of 26.5MWp, the country's first large-scale solar project.
  - in the energy project tender for the construction and financing of the first commercial scale power project in Chile, expected to begin operations in 2019. Due to this project, Solarpack won the "Renewable Energy Project of the Year" award at the International Congress of Renewable Energies 2016.
  - in the USD 65m financing of a solar plant in northern Chile with the Inter-American Development Bank (IDB), the Canadian Climate Fund for the Private Sector in the Americas, and Proparco (Agence Française de Développement).
- Neoen S.A.S. on its participation in the Fourth RER Auction convened by OSINERGMIN (Peruvian's Energy and Mining Investment Agency), including reviewing the auction terms, formulating consultations and observations, preparing the offer, and supporting in the revision of the power supply contract.
- Mexico Power Group on the development of various wind farms for the generation of electricity in several Mexican states, with a total installed capacity of 1.5 to 2.0GW.
- EDP Renováveis on the implementation of a 70MW windfarm in Brazil.
- Elecnor and Enerfin on the implementation and construction of two wind energy parks in Chile's tenth region.
- Barrick Chile Generación in the environmental approval and subsequent expansion of its Punta Colorada Wind Farm project.
- EDF on its successful bid in the second ever long-term electricity auction held in Mexico in September 2016 by the Mexican system operator (CENACE) and Mexico's largest basic services supplier (CFE Basicos). EDF submitted a bid with a combined total of 480MW from wind and solar projects and was awarded electricity coverage contracts with Mexico's largest basic services supplier with a term of 15 years each.
- Hidroeléctrica Lumen S.A. in the development of a 7MW ROR power station in southern Chile, including the regularisation of real estate property, negotiation and implementation of required easements, environmental impact assessment, water rights regulation, and mining permits.
- Ormat Technologies Inc. on the acquisition of a solar power plant located in Chile's Atacama Region. Due diligence included a legal opinion regarding environmental permits, connection to the grid and electric easements.



## Infrastructure & Projects

- Advised the Colombian government, through Empresa Virgilio Barco on the renovation project of the National Administrative Center (“CAN”). Empresa Virgilio Barco was incorporated by the Colombian government to carry out a massive development project in Bogotá with an estimated cost of USD 6.3bn during the first stage of development. This project, which is expected to last 30 years, is one of the largest infrastructure projects in Colombia. It involves the demolition, construction and modernisation of an area designated primarily for public buildings.
- Mexican Ministry of Communications and Transport on a 30-year PPP project for the construction, operation, use and maintenance of the “La Raza – Indios Verdes – Santa Clara” Urban Elevated Toll Road in Mexico City (the first project to be tendered by the Federal Government under the new PPP Legislation).
- Deloitte in association with Llama Urban Designs and CMS Peru have been selected by the World Bank to develop the assignment Developing Transit Oriented Development (TOD) by way of a PPP in Lima, Peru: Evaluation of potential and Pilot Project Development for Lima Metro’s Line Two Project.
- Santa Marta International Terminal Company on the financial restructuring of the company, which operates the Santa Marta Port.
- OSX Construção Naval on the negotiation and drafting of various agreements for the development of a major shipyard for the construction of vessels and platforms for the offshore oil industry. Agreements included multiple EPC contracts, standard form contracts for the procurement and installation of major items of equipment. Also advising on various disputes and the restructuring of the project.
- Advising the Peruvian Private Investment Promotion Agency (PROINVERSION) and Acciona, one of the main engineering companies in Spain, on the development of an unsolicited proposal for the development of the Salaverry Multipurpose Port Terminal Project. Provided legal support for the achievement and implementation of the project.
- Contopsa in an expropriation trial for the “New Access to San Antonio Port” project.
- IAB Inmobiliaria S.A. on the planning and development of the “Metropolitan Center for Vehicles Retired from Circulation” project with the Ministry of Public Works’ concession division. Also advised on the bidding and construction project for an underground car park in Santiago.
- Advising an investor on a co-financed unsolicited proposal with the general objectives of replacing the educational infrastructure and equipment, and the maintenance of 14 public schools located in Lima, Peru.

## CMS Brazil

CMS Brazil has a strong track record in advising international companies, funds and investors on their corporate investments in the Brazilian market, through the incorporation of local companies, negotiation and formation of joint ventures and the acquisition of shares and assets. We also advise on Brazilian aspects of high value, multinational M&A transactions, complementing corporate law expertise with particular sector knowledge in energy and natural resources, infrastructure, TMT, lifesciences, hotels and leisure and financial institutions.

Combining our CMS knowledge of international practices and tax structuring options with a thorough understanding of the Brazilian operating environment and regulatory issues allows us to guide our clients through potential pitfalls and to help maximise value. Managing Partner, Ted Rhodes, is listed as one of Latin America's top 100 lawyers by Latinvex, with specialism in Corporate/M&A.

CMS Brazil established its office in Rio de Janeiro because the city is the centre for the Brazilian energy and infrastructure industries. Rio is home to Brazilian giants of the sector – such as Petrobras, Eletrobras, Vale and the Brazilian Development Bank, BNDES – along with a large part of their supply chains. Our Rio office is closely involved in the offshore oil and gas industry, working with clients such as BG Group, Statoil, Premier Oil, PetroRio and Petrobras, as well as leading suppliers and service providers. In power, defence and shipyards, we offer experience in project development, financing, investments and disputes.

Our Brazil practice is closely integrated with our Energy, Infrastructure & Projects, and Construction & Engineering groups in CMS UK, allowing us to draw on highly specialised expertise from London, Aberdeen (for oil and gas) and Glasgow (for shipbuilding and maritime). We often work in multi-jurisdictional teams on cross-border M&A and investment transactions and on international financings and arbitrations.

International integration and knowledge sharing keeps our lawyers at the cutting edge of commercial, regulatory and risk issues and trends in the sector globally. We combine global insights with comprehensive understanding of the specific challenges and dynamics of the Brazilian operating environment.



They are always exceeding our expectations... They are great lawyers in terms of energy and infrastructure.

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## CMS Chile

CMS Chile is recognized for its experience in the corporate area and in M&As, having an extensive portfolio of achievements and know-how in providing legal advice on diverse sectors and economic activities, standing out in the industrial, retail, chemistry, agribusiness, telecommunications, electricity, gas and oil, mining, and defence sectors. They specialize in cross-border transactions and in advising clients on international investments with a proactive, multidisciplinary approach, working together with our specialists from other practice groups, such as banking and finance, tax, employment, real estate and competition. The corporate and M&A team has gained ample experience in advising on high-profile multi-jurisdictional M&A transactions, securities market, corporate bonds, project financing, corporate financing, debt restructuring and tender offers.

CMS Chile understands the challenges that clients face in the normal course of their business, as well as in complex operations. A solid team of lawyers represents national and international clients in diverse fields, helping in the design and implementation of infrastructure projects and being very active in mergers & acquisitions, capital markets, securities, project finance, infrastructure, renewable and non-renewable energy, working with important national and foreign companies, local and international clients. CMS Chile's energy team has broad sectorial and practical experience working with electric and power companies, being widely acknowledged by leading industry players for its energy, environmental and regulatory knowledge, helping clients with the award of energy blocks in different biddings, advising on corporate, tax and regulatory planning, environmental matters and joint operating agreements, and especially in developing renewable energy projects, including wind, biomass, solar, and hydraulic technology.

CMS Chile has developed strong mining and projects expertise over the years. We have established an international reputation as a market leader in Chile's mining sector and infrastructure for mining projects, advising on a thorough portfolio of transactions.



Carey & Allende is our go-to firm for everything related to energy, natural resources and projects. They handle complex mandates capably and offer an outstanding service with a wealth of professional experience.

*Chambers & Partners, 2016  
Energy and Natural Resources*

## CMS Colombia

Through a respected group of professionals CMS Colombia provides a solid corporate offering, considerable knowledge of the acquisition and sale of companies, as well as corporate restructurings, advising numerous clients investing in sophisticated infrastructure projects in Colombia. The firm has advised public and private clients in Colombia on the structuring, design and implementation of infrastructure projects, as well as on participation in public and private tenders for infrastructure projects, with a strong expertise in risk analysis. We have significant experience in advising clients on the review and analysis of concession, construction, auditing, EPC and other contracts. Our advice covers the infrastructural, environmental, corporate and other major issues of projects.

CMS Colombia is based where our clients need us most. We are the only law firm with a significant presence in Medellín and Bogotá, the two major cities for the country's infrastructure projects. Our experienced teams are experts in structured, project and corporate finance, public law, finance law, infrastructure law and public procurement anticorruption regulations. Operating from the heart of Colombia's major project initiatives, we have the expert local resources to provide high-quality, highly-responsive and personalised advisory services in these two key cities.

We offer clients a unique combination of expertise, complementing our infrastructure and public law practices with specialist experience in financial law and public procurement anticorruption regulations. CMS Colombia is recognised as a market leader in anticorruption and compliance-related matters. Our service is underpinned by significant experience in major infrastructure disputes. We represent clients in litigation before the courts and arbitration panels. A number of our partners serve as arbitrators.

“Rodríguez-Azuero Abogados is highly trusted for complex, sophisticated projects that are of great importance for the country, as evidenced by the size of the business it handles.

*Dinero*

## CMS Mexico

CMS Mexico specialises in advising on all aspects of infrastructure projects – from the design and preparation of constitutional, legislative and regulatory reforms within the sector, through the financing and execution of public infrastructure projects (including their structuring and allocation) to dispute resolution.

Our team of lawyers is highly skilled in public-private partnership (PPP) programmes for the development of public infrastructure. Our professionals have advised on the introduction, development and improvement of programmes in Mexico and around the world.

CMS Mexico is a recognised leader for its advice on Mexico's electricity sector and on the exploration and production of deepwater hydrocarbons, with highly qualified specialists noted for their sector expertise and international experience. Our credentials include advising the Mexican Energy Ministry on the implementation of the wholesale electricity market and the restructuring of the Federal Electricity Commission (CFE), including the drafting of the Electricity Market Bases and Business Practice Manuals. We advise some of the key players in Mexico's electricity sector, including EDF, Iberdrola, Sempra Energy (Ienova), Repsol, Engie E&P International, Intergen, Sacyr Concesiones México, Zuma Energía, Solar Century, Mexico Power Group, SUMEX, ORCA, B2E and Renovare.

“The lawyers [at CMS Mexico] really get involved with their clients; they have a very quick response rate, they understand what we need, and they have always delivered good results.

*Chambers & Partners*



## CMS Peru

CMS Peru has extensive experience in management and solutions focused on corporate issues, private purchase and sale negotiations, public biddings (OPA) of acquisition through the Peruvian stock market and provides advice to important national and foreign companies in all economic activities in the industrial, retail, chemistry, agribusiness, electricity, gas and oil and mining sectors.

Our experience involves broad corporate counselling; incorporation and establishment of companies in Peru; shareholder's agreement; negotiation, entering into and execution of types of contracts; shares syndication; provision of securities; drafting of business collaboration structures; corporate restructuring.

CMS Peru established an international reputation as a market leader in Peru's mining sector, advising on an extensive portfolio of projects and transactions. With more than 80 years of experience, CMS Peru is now positioned as one of the most important full-service law firms in Peru, with main recognition in M&A, Natural Resources and Projects. Our experience includes mergers and acquisitions, corporate financing, structured loans and streaming transactions, across all stages of investment.

Our lawyers bring a global perspective to their client work. They are trained in the US and the UK and participate in international academic and professional seminars, conventions and training courses. The mining M&A team has been involved in the most important transactions in the last five years, including the biggest M&A transaction in Peruvian history.

Our mining team is frequently involved in major mining cross-border transactions and deals with tax and regulatory project planning matters for local and international clients. We have participated in all the privatisation processes for mining or mining-related assets conducted by the Peruvian State, advising foreign investors.

CMS Peru's strong track record in projects and infrastructure dates back more than 10 years. We work with local and foreign investors in the processing, development, execution, financing and operation of important investment projects in public infrastructure, public services and related complementary services.

CMS Peru's energy lawyers have deep expertise in the sector and many have practical experience of working in oil & gas and power companies, and in the main industry public entities. We understand the business from all sides, and bring a unique perspective to devising workable solutions for our clients. The energy team is widely recognised by leading industry players for its regulatory knowledge.

Our experience includes working with clients on the acquisition of awarded oil & gas blocks, advising on corporate, tax and regulatory planning, environmental matters and joint operating agreements.

We have significant experience in developing renewable energy projects, including solar, wind, biomass and hydraulic schemes. Our non-renewable energy experience covers thermal and hydraulic technology.

CMS Peru has a great experience in infrastructure projects. We have been involved in more than 30 private initiatives filed by clients before the Peruvian Private Investment Promotion Agency (PROINVERSION) or local governments. Our private initiative experience includes projects for highways, bridges, public schools, tunnels, hospitals, ports, public housing, and water treatment.

“While mining undoubtedly remains the jewel in its crown, Grau Abogadoshas provides a solid full-service offer, with energy, corporate and finance key areas, as well as a recently-expanded tax practice. Clients line up to praise the service they receive.

*Latin lawyer 2017*

