

كَلَادَرِي

GALADARI

محامون ومستشارون قانونيون  
ADVOCATES & LEGAL CONSULTANTS

PROJECTS, ENERGY &  
RENEWABLES

كَلَادَرِي

"FOR HOWEVER MUCH OR FOR  
HOWEVER LONG WE HAVE BEEN A PART  
OF THE REGION'S PAST, FOR HOWEVER  
DEEPLY WE ARE INVOLVED IN ITS PRESENT,  
WE HAVE ALWAYS BEEN  
A PART OF BUILDING ITS  
FUTURE".



**ZIAD ABDULLA GALADARI**

## THE FIRM

*The team has an outstanding track record in many areas of legal practice, including:*

- *Arbitration, Litigation & Dispute Resolution;*
- *Banking & Finance;*
- *Compliance & Regulatory;*
- *Construction & Infrastructure;*
- *Corporate & Commercial;*
- *Employment;*
- *Government;*
- *Hospitality & Leisure;*
- *Insurance & Reinsurance;*
- *Intellectual Property;*
- *Maritime & Shipping;*
- *Private Client;*
- *Projects, Energy & Renewables;*  
and
- *Real Estate & Property;*

Galadari Advocates & Legal Consultants ("Galadari") was established over 30 years ago and is recognised today as one of the leading full service law firms in the Middle East.

With over 70 lawyers from international and local backgrounds and four offices in Abu Dhabi, Dubai, the Jebel Ali Free Zone (JAFZA) and most recently the Dubai International Financial Centre (DIFC), our team offers an in-depth understanding of the practices and procedures essential to do business successfully in the region.

Our clients often play an integral role in the development and progression of the UAE. Each member of the Galadari team is focused on forming long-term, sustainable relationships with businesses who share similar cultural and developmental aims. Our lawyers are committed to maintaining a profound understanding of their clients' industry sector, enabling them to provide commercially focused advice.

We continue to thrive in this challenging market and grow our practice and coverage of the GCC by utilising close relationships with our existing external partners and networks. Through further development of our international desks the firms reach and expertise has never been more dynamic or diverse.

## PROJECTS, ENERGY & RENEWABLES

As well as boasting a wealth of natural resources, the Middle East region is a major global hub for the energy industry. The UAE is at the forefront of hosting and servicing the regional oil industry through its successful free zone areas such as Jebel Ali; Hamriyyah Free Zone; and the Dubai Multi Commodities Centre.

The growing regional renewable energy industry is also establishing a strong footprint in UAE, with initiatives like Istdama in Abu Dhabi; MASDAR City; Expo 2020; Sharjah Environment Company LLC (Bee'ah) and the Emirates Green Building Council.

We advise a number of clients on establishing themselves in the UAE and thereafter on their MENA operations. We focus on our clients' needs in this respect, and have established an office in the Jebel Ali Free Zone to facilitate the establishment and servicing of clients there. This is indicative of our understanding of, and commitment to, our clients' requirements.

Our Projects, Energy & Renewables team holds a



formidable combination of in-house and private practice experience working for major energy and oilfield services companies in the region, including BP plc; Weatherford International; International Tubular Services Limited; and Parker Drilling. Our team has worked across a range of energy sectors, including:

- Oil & Gas;
- LNG;
- Renewables;
- Petrochemicals; and
- Power.

We have advised on a number of industry-standard agreements

and bespoke arrangements, including:

- upstream concessions and production sharing agreements;
- a broad range of oilfield services agreements;
- integrated drilling services;
- power purchase agreements and energy conversion agreements;
- feedstock, off take and master sale and purchase agreements;
- front end engineering design;
- EPC; and
- marine construction.



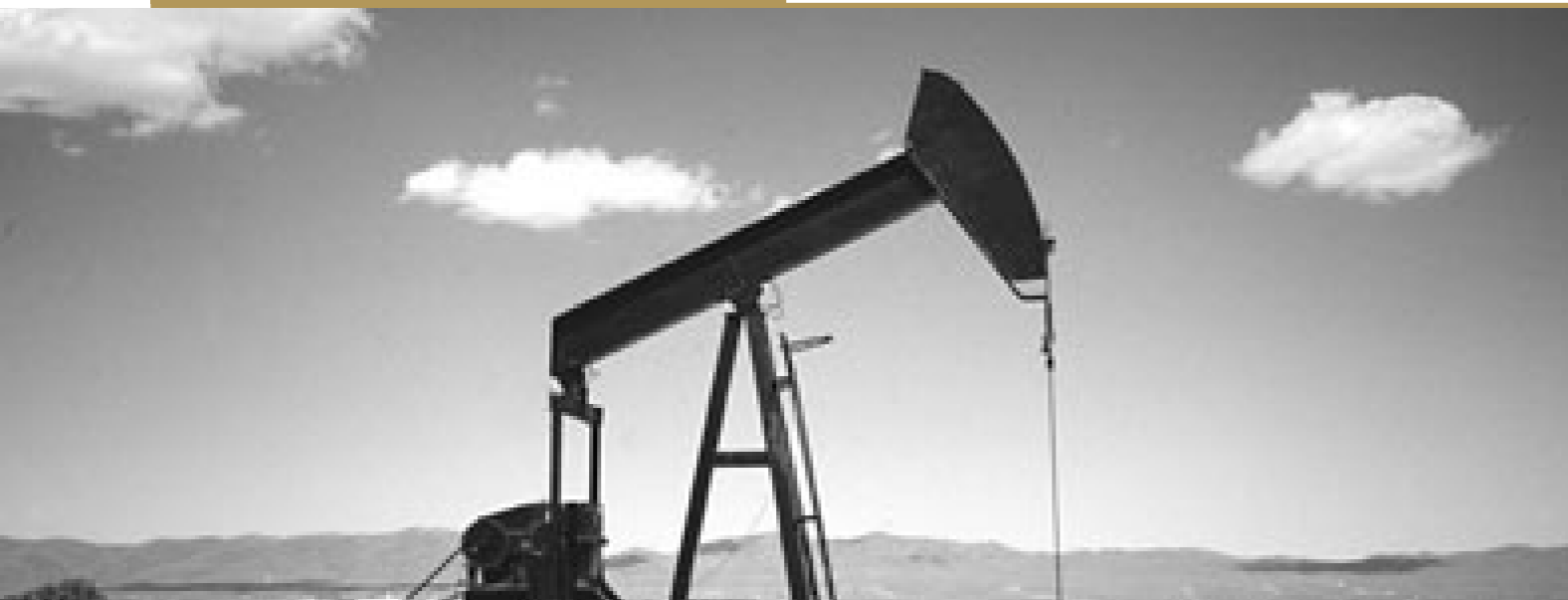
Our experience spans the Middle East region, and our team has particular recent experience advising on large scale projects, including in the following jurisdictions: UAE (Sharjah); Kurdistan; Iraq; Southern Iraq; Oman; Yemen; Uganda; and Mozambique.

We believe that our experience across the energy sector leaves us well placed to assist our clients on all aspects of energy projects. Our legal knowledge of the regulatory framework relating to the Energy sector, together with our commercial experience of

being part of running successful companies in the industry, enables us to provide comprehensive legal advice to clients operating in these core industries, as well as useful comparative know-how applicable to other sectors.

"GALADARI IS AGILE ENOUGH TO ADJUST TO THE CLIENTS' NEEDS AND STILL GIVE QUALITY ADVICE BASED ON THEIR WORKING KNOWLEDGE OF THE LEGAL SYSTEM IN THE UAE."

LEGAL 500 EMEA



## OIL AND GAS

Our team's previous experience working both for international private practice firms and in-house for major oil companies is complimented by the local legal knowledge and reputation of Galadari for integrity. Whether a client requires advice on structuring its entry into Dubai (or in the wider Middle East region), or on a specific project in the oil and gas sector, we provide solid advice which draws from this knowledge and experience.

Specifically, we have experience advising on:

- structuring and entry into the UAE, including registration/incorporation of companies
- advising on initial project considerations, including joint

venture structures and FEED agreements;

- advising on the main body of project agreements such as:
  - upstream concessions and production sharing agreements;
  - oilfield services and integrated drilling services agreements;
  - power purchase agreements and energy conversion agreements; and
  - feedstock, off take and master sale and purchase agreements.

In addition, we are involved in conventional upstream exploration and production projects for the exploitation of crude oil and natural gas in the

region. Our Chairman, Mr Ziad Galadari sits on the Board of Directors of Dana Gas, one of the more successful regional gas companies.

## RENEWABLES

In the run up to Expo 2020 and in order to realize Abu Dhabi's Vision 2030, we already have experience of working on innovative renewables projects in the region. We have the distinction of working with Bee'ah on the Turnkey EPC Contract for its innovative energy from waste plant in Sharjah.

With a focus in the UAE moving towards green technologies and corporate social responsibility on sustainable energy projects, our firm sits on, and acts as honorary legal advisers to, the board of the Emirates Green Building Council.

This provides us with valuable insight into the sustainability initiatives in Dubai, and further afield in Abu Dhabi with its Estidama initiative.

Our team includes lawyers who have advised on both the project agreements and financing documents on the implementation of recent landmark renewables projects in the region, including on the recent Jordan round 1 & 2 of solar projects, on the power purchase agreements, the EPC contracts and the operating and maintenance agreements.

## PROJECTS

Galadari and its individual lawyers have had experience working on regional projects which, in the past 6 years have included:

- More than 20 early production systems and facilities projects spanning South America; Africa; numerous jurisdictions in the Middle East and Asia;
- The bid for a US\$ 2.1 million development of the Nasiriyyah Project in Southern Iraq as part of a consortium with institutional investors from Japan; and
- An integrated drilling services project in Myanmar, whose complexity was increased due to Compliance and international sanctions considerations.

SHORTLISTED FOR  
TRANSPORT, ENERGY  
& INFRASTRUCTURE  
TEAM OF THE YEAR

CORPORATE  
COUNSEL MIDDLE  
EAST AWARDS,  
2014



## EXPERIENCE

The members of our team have a broad range of experience in the projects, energy and renewables sector, including the following projects:

### OIL & GAS

- advising a Northern Emirate owned entity on an oil and gas concession, unitization and commercialisation of a gas field, including the structuring of the client's project expenditure and revenue income;
- advising a number of international oil companies ("IOCs") on their operations in Iraq in general, and specifically on their obligations under the production sharing agreements and joint operating agreements in the Kurdistan region of Iraq, and on technical service contracts in federal Iraq;
- advising clients on aspects of farming into existing production sharing contracts, including the content of the assignment, novation and amendment agreements;
- preparing a framework agreement for a client to set out an integrated project that included the exploration and development of oil & gas,



- and the production, refining and supply of hydrocarbons for power generation in the Kurdistan Region of Iraq;
- preparing and negotiating LNG SPAs for a North African NOC and its marketing arm in the UK, including amendment of SPA pricing terms and pricing indices;
- advising a Middle Eastern national oil company on investment in a potential oil refinery (approx. US\$ 10 billion); and
- advising the Electricity Authority of Cyprus on appointing a Strategic Partner for an LNG regasification project (greenfield, approximately US\$ 800 million in value).

### PETROCHEMICALS

- advising on marketing agreements and settlement agreements for a joint venture

in the Middle East to produce synthetic fuels on a global commercial scale; and

- advising on the project agreements and finance documents for a petrochemical project in Saudi Arabia, including the term sheet agreement with the preferred licensor, the feedstock and product sales terms sheets and the fully termed preliminary engineering service agreements.

### RENEWABLES

- advising as Regional Counsel for BP on all aspects of its solar research and development operations and trading especially in the Middle East and Europe;
- advising as Regional Counsel for BP on gas to liquids technology development and projects in the Middle East and India;



- advising a client on aspects of a joint venture in relation to bidding on a major wind programme in North Africa;
- advising Bee'ah on the first single cycle integrated energy from waste project in MENA;
- advising Developers in Round 1 and Round 2 of Jordan Solar PV programme:
  - PPA / EPC / O&M; and
  - IFC Term Sheet.

### PROJECTS

- advising on local law aspects of a large infrastructure (water) project in the Kurdistan Region of Iraq, financed in part by multilateral financing;
- advising Abu Dhabi Sewerage Services Company on

negotiations with developers regarding infrastructure ownership transfer;

- advising a bank in connection with the financing of certain aspects of an LNG supply chain, including preparation of a due diligence report on the entire supply chain (including risk assessment) and finance documents for the completion of the deal;
- advising a significant IOC on various aspects relating to its gas capture project in southern Iraq; and
- advising a significant IOC on various aspects relating to proposed downstream development of its current interests in southern Iraq.

# ABOUT

## HOW WE HELP

We offer expert advice across a wide range of specialist practice areas. Our aim is to help clients resolve difficult issues that matter to them, whether transactional, reputational, regulatory, constitutional, personal, or a combination of these.

We have confidence not only in our technical ability and commercial acumen, but in our ability to provide practical, versatile and cost-effective solutions to satisfy our clients' legal requirements. We draw together specialists from across the firm to address all aspects of our clients' specific needs, whether they are facing a commercial dispute, a corporate restructure, or the break-up of a family business.

## WHO WE HELP

We provide a range of specialist and high-quality legal services to businesses, institutions, private individuals and families. Our clients include major construction businesses, banks, oil and gas operating companies, oilfield services companies, media groups, hotel and leisure companies, government and quasi-government entities, SMEs, international law firms and large family conglomerates.

Our aim is to be market leaders in our chosen industry sectors, proving thought leadership and offering unrivalled expertise to our clients. The skills and knowledge of our lawyers combined with the firm's belief in establishing long term sustainable relationships and committed personal service helps us to retain our clients over many years and often generations.

*GALADARI LAWYERS ARE CONSIDERED 'GAME CHANGERS' - "WHEN OTHER FIRMS AND CONVENTIONAL STRATEGIES COME UP SHORT, CLIENTS IN DEEP TROUBLE TURN TO GALADARI FOR FRESH, AGGRESSIVE THINKING AND INNOVATIVE RESCUES."*

**QC, THIRTY NINE ESSEX STREET CHAMBERS**

## REGIONAL INTELLIGENCE

Our regional intelligence gives us the ability to view the MENA region strategically as a whole and to understand its role in global markets. This allows us to see connections as well as differences and to understand how leverage in one area can change the outcome of our client's aspirations regionally and worldwide.

Our lawyers understand how capital markets fit together, where the opportunities lie in emerging markets, how regulations compete and conflict, how litigation integrates with business objectives and how cross-border legal strategies must be coordinated to achieve optimal results for our clients. By instructing Galadari, clients benefit from a deep talent pool combining diverse legal skills with vast jurisdictional experience.

## STRATEGY, CULTURE AND APPROACH

- ◆ We offer an international level of service combined with Regional knowledge and expertise;
- ◆ We are industry and sector led, not practice driven;
- ◆ We have lawyers who are experienced in both common and civil law;
- ◆ We have the largest team of local advocates with full rights of audience before UAE courts; and
- ◆ We aim to become a trusted long-term business advisor to our clients, not just their lawyer.

*"THE JUDGEMENT CALLS AT GALADARI ARE UNQUESTIONABLE; THEY SKILFULLY MANAGE BOTH THE CLIENT AND THE TEAM AT THE FIRM TO GET THE BEST END RESULTS".*

**MANAGING PARTNER, PINSENT MASONS DUBAI**



## THE PROJECTS, ENERGY & RENEWABLES TEAM



### Ziad Galadari

**Chairman**

T +971 4 393 7700 E [ziadgaladari@galadarilaw.com](mailto:ziadgaladari@galadarilaw.com)

Ziad Galadari is a graduate of law from the UAE University in Al Ain. He is the Founder and Chairman of Galadari Advocates and Legal Consultants and has been practising as an Advocate, Legal Advisor and Arbitrator since 1983.

His expertise is primarily in international and regional litigation and arbitration with a particular focus on complex, high-value disputes involving major infrastructure construction projects, banking and finance, debt recovery and fraud and M&A transactions. With over 30 years of experience in local UAE he is recognized as a pioneer for the legal profession in the region.

Ziad is a member of the Board of Directors of the Dubai World Trade Centre, which is charged with promoting trade and foreign investment in Dubai. He is also a member of the International Bar Association, the Chartered Institute of Arbitrators and is on the Tribunal Panel of the Dubai Technology and Media Free Zone (formerly known as TECOM). He is on the board of Directors for Dana Gas, DU Telecommunications and is often called upon by government and NGO's as an advisor to major turn-key contracts for development projects in the Middle East.



### Mike Wakefield

**Partner, DIFC**

T +971 4 371 1999 E [mike@galadarilaw.com](mailto:mike@galadarilaw.com)

Prior to joining Galadari, Mike spent more than 13 years' as in-house legal counsel to global blue chip companies operating in the upstream oil and gas, oilfield services, and the hospitality and leisure sectors. Mike brings nearly 20 years of commercial and legal experience working in Dubai and the Middle East. He works with government, public and private companies, investors, entrepreneurs, banks and other institutions.

Many of Mike's transactions and projects have an international or cross-border element, including assisting UAE clients with their transactions and operations abroad. Mike focuses on energy and infrastructure projects and the restructuring of companies in these sectors. Mike was recently sole legal counsel advising on the first energy from waste project in the region, and has had significant involvement with green and sustainable fuel technology (including cleantech and renewable energy), manufacturing and real estate sectors. He is also fluent in English, Arabic and French.



### Thanos Karvelis

**Partner, Dubai**

T: +971 4 393 7700 E: [thanos.karvelis@galadarilaw.com](mailto:thanos.karvelis@galadarilaw.com)

Thanos joined Galadari upon moving to Dubai from one of the most prominent law firms in Greece. He has over 20 years' experience in both front-end and contentious construction matters in SE Europe, MENA and the GCC, across the entire project life, from pre-bid and joint venture agreements to tender process structuring, evaluation, preparation and administration, contract management and claims preparation, pre-trial adjudication and dispute resolution (including court proceedings), as well as domestic and international arbitration. Thanos has worked on a wide range of construction projects including public and private developments, concessions and PPP's, large transportation projects, thermal power plants, hospitals and hotels. Thanos' legal expertise, complemented by an MSc in Business, enables him to offer commercially focused business advice, as well as strong legal opinion.



### Ken Dixon

**Partner, DIFC**

T +971 4 371 1999 E [ken@galadarilaw.com](mailto:ken@galadarilaw.com)

Ken has over 23 years' experience, including seven in the region. He specializes in corporate and commercial, structuring and re-structuring, M&A and contract law. He has strong negotiating and drafting skills, and has acted for both sellers and purchasers in a number of high value transactions, including investment banks, companies and individuals. He also advises a broad range of partnerships and individual partners on their structure, mergers, acquisitions and disposals.

Ken is well known for working with both entrepreneurial and developing businesses and has a particular interest in the Hotels & Leisure, Entertainment, and Sports & Hospitality sectors. His experience enables him to bring not only a wealth of knowledge, but also a pragmatic, commercial based approach when finding the correct advice and contracts for clients.



**Gerry Rogers**

**Senior Associate, DIFC**

T +971 4 371 1999 E gerry.rogers@galadarilaw.com

Gerry brings a wealth of experience in high profile projects and transactions in the renewables, oil and gas, petrochemicals and power sectors, including advising on structuring, joint venture and project agreements and finance documents, as well as corporate and technical aspects of such projects.

Having trained and worked with international law firm Simmons & Simmons, in London and subsequently Abu Dhabi, Gerry has worked in the Middle East region for almost five years. Prior to committing to a career in law, Gerry worked with Foster Wheeler for 10 years as a chemical engineer and so brings with him an effective blend of legal and industry sector knowledge.



**Maymoona Talib**

**Senior Associate, DIFC**

T +971 4 393 7700 E maymoona@galadarilaw.com

Maymoona is a lawyer focusing on banking and finance aspects of projects and brings with her over eight years' experience in this industry. She focuses on the transactional aspects of finance deals (onshore and cross-border) including bi-lateral and syndicated lending, trade finance, corporate finance and project finance. Maymoona assists local lawyers at Galadari with dispute resolution matters regarding failure of honouring financial commitments under varied contracts. Maymoona works closely with banks, corporates, financial institutions and high net worth individuals.

*"THEY ARE ATTENTIVE AND UNDERSTAND OUR BUSINESS AND THE INDUSTRY IN WHICH WE OPERATE. EXCELLENT LOCAL KNOWLEDGE AS WELL, WHICH IS ONE OF THE KEY REASONS WE WORK WITH THEM."*

**CHAMBERS GLOBAL**

*"THIS WIDELY RECOGNIZED PRACTICE HAS A CONSIDERABLE REPUTATION FOR BANKING & FINANCE WORK, WITH A PRACTICE THAT EXTENDS ACROSS THE REGION"*

**CHAMBERS GLOBAL**



## DUBAI

P.O.BOX: 7992 DUBAI - UAE  
TEL: +971 4 3937700  
FAX: +971 4 3937755  
EMAIL: INFO@GALADARILAW.COM

## DUBAI INTERNATIONAL FINANCIAL CENTRE (DIFC)

GALADARI ADVOCATES & LEGAL CONSULTANTS (DIFC) LIMITED  
OFFICE 502-504, LEVEL 5, GATE PRECINCT BUILDING 5  
DUBAI INTERNATIONAL FINANCIAL CENTRE (DIFC)  
P.O. BOX 506916, DUBAI, UAE  
TEL: +971 4 371 1999  
FAX: +971 4 371 1911  
EMAIL: DIFC@GALADARILAW.COM

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ABU DHABI ♦ DIFC ♦ DUBAI ♦ JAFZA