

An aerial photograph of an offshore oil and gas platform. A large green supply ship is moored alongside the platform. The platform features a complex network of white pipes and metal structures. The water is a deep teal color, and a rocky shoreline is visible at the bottom of the frame.

STUARTS LEGAL

EPC & EPCM
PRIVATE PUBLIC PARTNERSHIP
OIL & GAS

ABOUT

The law firm **Stuarts Legal** is a consultant for companies in the **power sector, industry and mineral resources management** implementing infrastructure facility construction projects.



The partners of Stuarts Legal have great **working experience** in field of supporting **infrastructure projects**, including in-house service experience for metallurgical and mining companies.



Among the advantages offered by Stuarts Legal are the **speed of handling the tasks set and competence.**



We offer flexibility in shaping the **pricing policy** for each project, including possible turnkey project support approval with a flat fee for project services.

COMPLETED PROJECTS



Advising to **Savencia Food & Dairy** for construction project of soft cheese production line (Bashkortostan, Russia).



Advising to the group of companies **Biomax Group** (PRC) concerning participation in the implementation of a project **to create a thermal power facility, "Abinskaya Thermal Power Plant"**, having a capacity of 2 x 450 MW and 1 x 325 MW for the "ATEK" fuel and energy cluster (Krasnodar Territory).



Advising for an EPC terminal construction project involving liquefied **natural gas production and transshipment** at the port of Vysotsk, Leningrad Region, having an output capacity of 660,000 tons of LNG per annum.



Providing support to **"Giprokislorod JSC"** in a project involving the construction of a **fuel and filling facility** for AERO Sheremetyevo JSC.



Advising the shareholders of **"Avilon"** in respect of an EPC project involving the construction of a **greenhouse facility** with an area of 120 ha in Kaluga Region.



Advising services for a project to build the **"Torchino" greenhouse facility**.



COMPLETED PROJECTS



Advising on the M-11 project "Moscow - Saint Petersburg **Motorway**, 543-646 km and 646-684 km sections" as regards **drawing up a concession agreement** and tender documentation analysis agreement.



Advising on the M-3 "Ukraine" project – from Moscow through Kaluga, Bryansk to the Ukrainian border (to Kiev), at the 124-173 km and 173-194 km sections: as regards drawing up a **long-term investment agreement** for the rehabilitation, maintenance, repair, overhaul, and operation of a **toll motor road**.



Advising on the **M-4 "Don"** project – from Moscow through Voronezh, Rostov-on-Don, Krasnodar to Novorossiysk, at the 1,091.6 km - 1,319 km section (Section 4), as regards **drawing up an operator agreement**.



Advising **LANIT CJSC** on a **PPP project**, "12 Tons".

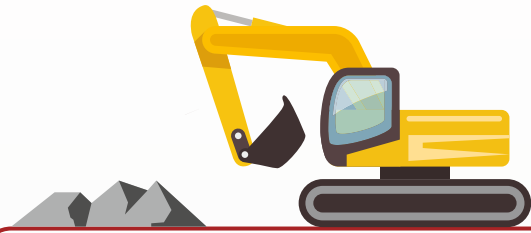
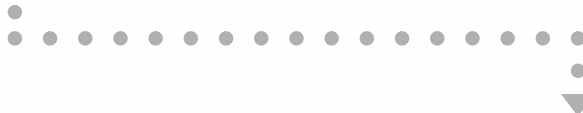


Advising GEA Grasso Refrigeration in respect of a supply, installation, and commissioning contract for booster compressor stations with E4 for the **Krasnodar Thermal Power Plant**.



Advising GEA Grasso Refrigeration, a company affiliated with the German industrial holding GEA Aktiengesellschaft, concerning the construction of a poultry **meat processing factory** for Miratorg in Bryansk Region.

COMPLETED PROJECTS



Advising GEA Grasso Refrigeration on the construction of a **bobsleigh / luge track** in the city of Sochi.



Advising **Mechel** on the construction of a **railway track** to Elginskoye Deposit (Yakutia) by the Korean company Posco.²



Providing support to **OMZ-Daelimin** a transaction to enter into an EPs contract with Gazpromneft-ONPZ JSC under a construction project for a **deep oil conversion facility** in the city of Omsk.



Advising private investors on obtaining a **gold mining** license in Sierra Leone.



Advising Mechel on the **construction** of the world's largest **coal mining factory** at Elginskoye Deposit (Yakutia) on the basis of the English law.¹



Advising GEA Grasso Refrigeration on the supply, installation, and commissioning of fan **cooling towers for the State District Power Plant** in the city of Nyagan in the Khanty-Mansiysk Autonomous Region Yugra for Fortum as the end customer.



Advising on the matters related to the performance of a construction contract for a **grinding and mixing facility**.

[1,2] Under an employment agreement



INDUSTRIAL CONSTRUCTION



Drawing up of and risk analysis for the following **international contract models**: **BTO** (build, transfer, operate), **DBO** (design, build, operate), and **DBFO** (design, build, finance, operate)

Drafting **tender documents** under a project

Advising services on the **entry into any foreign trade contracts** and related documents

Advising services **in case of any disputes arising during the implementation of any EPC projects**, including negotiations and mediation

Drawing up of and risk analysis for **insurance contracts** related to construction / installation operations (CAR / EAR), obtaining approval of the terms and conditions of any CAR / EAR contracts from insurance brokers, insurers, and reinsurers given the provisions and requirements of an EPC contract under the project

Coordinating the EPC contract terms and conditions **with banks** and other credit institutions that provide the project financing services.

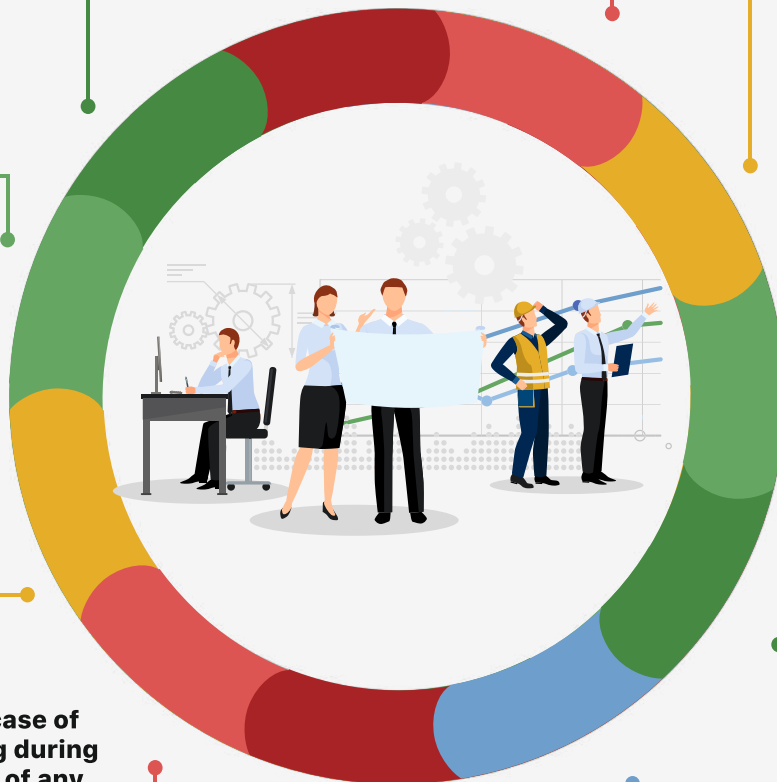
Obtaining approval and **analysis of the terms and conditions of loan agreements** and any other related documents under project financing, including as concerns the English law

Obtaining approval of the **terms and conditions of any security transactions** under a project, including on the basis of the English law

Drawing up, analyzing, and obtaining approval of the **terms and conditions of any construction contract** and related documents

Representation in any litigation related to the implementation of any EPC projects and any other construction projects

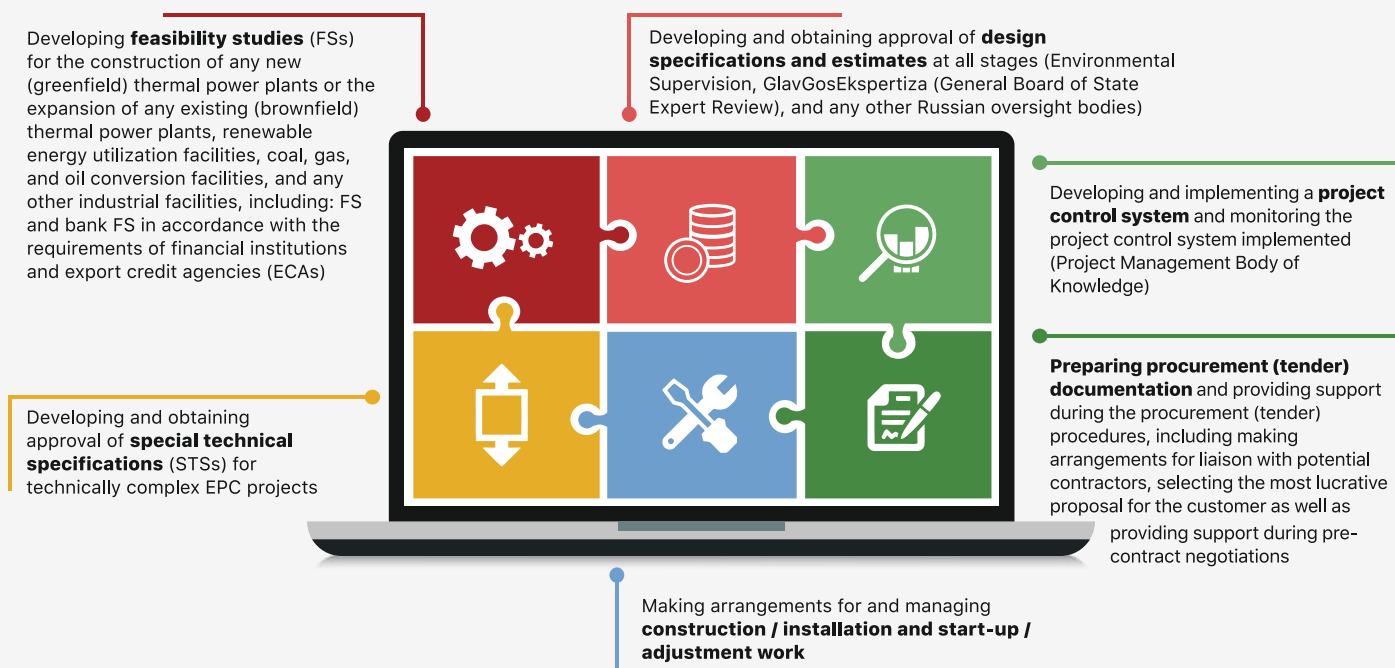
Drawing up EPC contracts based on the turnkey model, including risk assessment, drawing up a contract, in particular, by using FIDIC contract forms taking, however, into account the executability of that EPC contract in the Russian Federation and the requirements of the imperative provisions of the Russian Civil Code, but, simultaneously, retaining the bankability criterion which is of no small importance if the project is implemented on the basis of fund raising



DISPUTE RESOLUTION



PROJECT MANAGEMENT



PUBLIC PRIVATE PARTNERSHIP



Preparing **concession agreements**



Preparing **investment agreements** and special investment contracts



Preparing agreements for **joint operations**



Preparing **PPP agreements**



Private **concession initiative**



Organizational and legal project support **on the side of the public partner** (concession grantor) or the **private partner** (concession holder), including the development of an organizational and legal model for the project and tender documentation and the party support during project implementation)



Advising on **investment tax credits**



Advising on **project financing**



Putting together financial models and **business plans**



Preparing **lifecycle contacts (LCC)**



Project analytics



Analyzing and **assessing the risks of any PPP projects** and any other investment projects, developing project risk matrices, risk management, including under a corporate PPP



Analyzing **state support forms** and mechanisms for PPP projects, including special economic zones (SEZs) and direct subsidies



Analyzing, developing, and supporting organizational/legal and financial/property **schemes for implementation of PPP projects** and any other investment projects, including under a corporate PPP



Managing PPP projects and any other investment projects



Liaison with **government authorities (GR)** for PP project implementation purposes



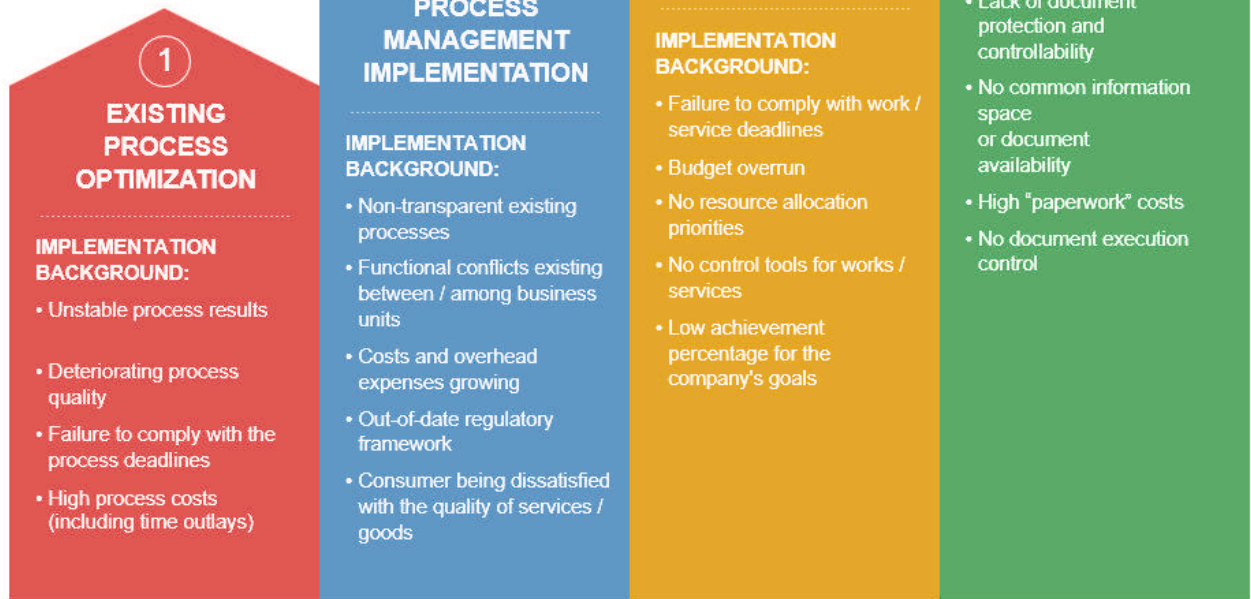
Liaison with the **investment market (IR)** for PPP project implementation purposes

BUSINESS PROCESS ENGINEERING

WHAT WE DO

"If you are unable to describe what you are doing as a process, you don't know what you are doing"

WILLIAM EDWARDS DEMING,
an American scientist,
statistician, and management
consultant



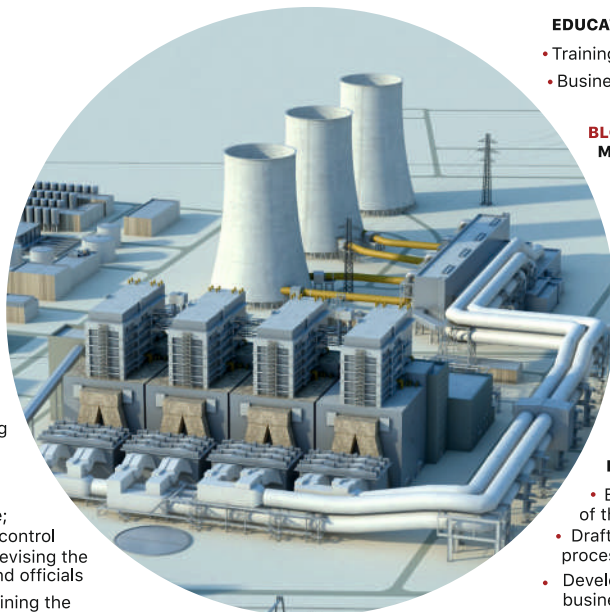
BLOCK 1. PROJECT MANAGEMENT FRAMEWORK DEVELOPMENT AND IMPLEMENTATION

- Developing the project management framework structure; developing the project management roadmap
- Developing document templates for project management
- Project management framework implementation
- Developing the project reporting system
- Corporate project management system

BLOCK 2. BUSINESS PROCESS MANAGEMENT FRAMEWORK DEVELOPMENT AND IMPLEMENTATION

- Business process architecture development and implementation; business process identification; defining the objectives and process indicators; developing the roadmap for company's business processes
- Streamlining the management structure; defining the responsibility centers that control the business process implementation; revising the duties and responsibilities for offices and officials
- Describing the business processes; defining the workflows, contractor duties, results, and indicators for each elementary business process
- Describing the professional positions. Defining the business processes that involve every employee allows to define employee duties, responsibilities, KPI, and the requirements for knowledge, experience, and soft skills
- Streamlining the remuneration system; developing the terms and conditions of performance-based bonuses for employees.

SERVICES THAT COMPRISE THE BUSINESS PROCESSES ENGINEERING



BLOCK 3. ORGANIZATIONAL STRUCTURE DEVELOPMENT

- Organizational structure analysis
- Drafting a renovated organizational structure
- Implementing the renovated organizational structure

EDUCATION

- Training
- Business games

BLOCK 5. MANAGEMENT SYSTEM AUDIT

- Collecting and analyzing the data about the current management system in the organization
- Preparing the list of key business processes in the organization
- Developing the schedule for improving the current management system
- Assessing results of implementing the process-based management system remediating the drawback identified

BLOCK 4. BUSINESS PROCESS OPTIMIZATION. BUSINESS PROCESS AUTOMATION

- Business process analysis, identification of the key problem (the weakest link)
- Drafting a new (streamlined) business process taking into account its maturity level
- Developing the operating procedures for business processes and instructions for contractors
- Business process implementation: training of contractors, consultative support
- Business process indicators monitoring, results assessment, adjustment as necessary
- Technical specifications development
- Testing the works
- Developing the instructions for contractors

**STUARTS
LEGAL**
www.stuartslegal.com

TEAM



Elena Stuart

Managing Partner, Head of the Industrial Construction Practice

Elena has many years of expertise in completing EPC projects under Russian and English law, she also has vast experience in project management.

Elena worked as a lawyer for large companies, including X5 Retail Group and Mechel OJSC, as well as acted as a consultant for GEA Group AG, a German energy complex, and its subsidiaries.



Irina Nevskaya

Partner of the Industrial Construction Practice

Irina worked as a lawyer for large metallurgical companies, including Mechel OJSC. Irina specializes in the matters of commercial and contract law and foreign trade relations. Irina also has experience of participation in financial projects.



Aleksei Salmin

Head of the Business Process Engineering Practice

Aleksei has a more than nine-year experience in business process optimization, including experience in business process engineering for EPC oil and gas projects.



Nikita Loktev

Head of the Project Management Practice

Nikita has a more than 10-year experience in the field of project management for the oil and gas and power sectors with a focus on solving technically complex issues. Nikita acted as project manager for such companies as Gazprom, Elliott Group, OMZ-Daelim, KriogenMash.



Pavel Andreyev

Counsel of the Industrial Construction Practice

Pavel worked as a senior lawyer for legal and advising companies, both those having a wide activity profile and those focusing on large infrastructure projects and public private partnership projects. Pavel specializes in the matters of comprehensive expert examinations, structuring and support of investment projects and real estate transactions, and support for the construction of large infrastructure facilities.



Sergei Shevtsov

Project Financing Counsel

Sergei Shevtsov joined the Stuarts Legal team as a financial advisor to the Industrial Construction practice. For many years, Sergei has been involved in transaction structuring and finance raising (including in the West) for major EPC projects in the oil and gas and power sectors as well as in the field of mineral resources management. Sergei worked for 15 years as the financial director of large EPC companies both in Russia and Canada.

TESTIMONIALS

OF OUR CLIENTS

VLADIMIR SMELOV

**Director of Oil and Gas Projects Department,
Gazprombank JSC**

CryoGas-Vysotsk company, a customer of the LNG terminal construction project in a port Vysotsk, worked together with the lawyers from Stuarts Legal on this deal, but as a counterpart. During the two and a half years of collaboration we saw how Elena Stuart and her team helped the General contractor not only in legal, but also in commercial affairs. Sometimes they shared project management responsibilities, and sometimes they even took over the management. They are the best business-oriented lawyers I have ever met. To cut a long story short they did well, but they don't need to take the Client's problems so close to heart. They need to keep distance.

STANISLAV FEDORENKO

Project Manager at Savencia Fromage & Dairy

In March 2019 our company needed the services of the law company specializing in construction industry to check the EPC contract, to prepare the bidding documentation and support the EPC contract bidding for construction of soft cheese production line at the premises of Belebeevskiy milk plant.

We contacted several companies (Russian and foreign ones), and then we chose Stuarts Legal. Soon we realized we made a right choice.

Lawyers from Stuarts Legal are highly professional, they have a deep knowledge of construction industry and related legal issues. Collaboration with the law company was very smooth, we received the information in full and in a timely manner.

I'd like to distinguish Elena Stuart, a managing partner, for her adherence to principles, customer service mindset, expertise, and charm. We will surely continue collaborating with Stuarts Legal.

VLADIMIR SISAUORI

Head of DCM, B&N Bank

Elena Stuart and her team provide top rated legal services for infrastructure projects and public private partnership in most stressful business conditions and tight deadlines. We highly value their speed of response to problems, and their working reliability.

ANDREI SUKHOV

Senior Director of OMZ-Daelim on economics and finance

Elena Stuart, a managing partner, and her company Stuarts Legal always provide top rated legal services for our EPC business. We should also distinguish the speed of providing services. The deadlines were always met without negative impact on quality. The company has a strong customer service mindset, they defend the client's interests as their own. It is also worth mentioning that Elena builds a personal attitude towards the client's company and their contractors, this helps to resolve the outstanding issues immensely. They always keep the sensible price-quality ratio. Scope of their services covers not only Russian law issues, but also English and international law. Elena is not just an advisor, she always wants to grasp the commercial crux of the project, thus giving assurance of the product quality.

ALEXEY ROSHKOVSKIY

Head of Legal - LANIT group of companies

In complex projects such as PPP the success depends largely on the quality of the lawyers work. It is always difficult to make a choice in favor of a small law firm and instead of a well-known and expensive consulting company or an ILF. However, I have chosen Stuarts Legal since they have a perfect background in support of PPP and EPC projects, as well as in a variety of projects in the construction of industrial and infrastructure facilities. And I did not regret. Colleagues from Stuarts Legal are true professionals who are responsible for the quality of their work despite their age and do not ask for millions just for the brand. By the way, I think age is also a huge advantage - their energy, sense of purpose, a lively interest in the projects, certainly compares favorably with the most of the major consultants with whom I had the occasion to work. Not every lawyer as competent as Elena is able to feel confident in any stressful situation; to quickly analyze risks and to find the ways to minimize them; to understand not only the legal but also the financial and technological aspects of the project. Elena brought us an effective help in the preparation of sophisticated deal almost straight off the reel. I would like to wish the Stuarts Legal and Elena personally prosperity, success and a large number of successful projects!

IGOR SOLOVIEV

**CEO at OMZ/Daelim
(2015-2017)**

Their expertise, speed and drive for results were a pleasant surprise. They are ready to work on a Client's schedule. They have active stand during negotiations, and they are committed to defend their Clients' interests. They have a solid technical competence on EPC projects.

JOHN TARBET

Contract and Procurement Lead, WorleyParsons Engineering

I worked with Elena Stuart on the negotiation of Major Contracts on the Vysotsk LNG Plant between November 2015 and March 2016. I was working on behalf of OMZ/Daelim JV (seconded from WorleyParsons through Gazprom the Parent Company of OMZ) in the Capacity of Contracts Engineer alongside Elena who was working as Legal Council on the negotiation and finalisation of the following Contracts, LNG Treatment Plant with Air Liquide France, LNG Storage Tanks with TGE Germany. During this period Elena and I worked closely to get these major contracts in place attending meetings and clearing Contract Clarifications and ensuring Daelim did not exceed their authority during the negotiations. We also collaborated in the drafting of the final Contract Agreements. During this time, I found Elena diligent, hardworking and knowledgeable on all aspects of the Contract, in addition she is a good negotiator with excellent English Language skills. In addition, Elena is a team player willing to participate and offer solutions in team-based discussions and accept team decisions. Elena's manner is polite and never overbearing, she is willing to listen to the opinions of others and she did not react during discussions with the Contractors even when these got adversarial, preferring to note their position and discuss calmly after these meetings.

I can recommend Elena in a similar role and personally would be more than happy to work with her again in a team environment.

SERGEI MAZEPTSEV

GEA Legal Advisor Grasso Refrigeration LLC

Lawyers from Stuarts Legal supported GEA Grasso Refrigeration during construction of poultry processing plant in Bryansk. We had a pleasant surprise with the team when we saw their speed of problem solving, their working efficiency and level of proficiency. I'd like to distinguish Elena Stuart for her ability to stand the Client's ground and defend the Client's business interest during negotiations.



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