



## PROJECT DEVELOPMENT PROJECT & CORPORATE FINANCE

**Unparalleled experience  
in all phases of project  
finance and development**

Schmidt, Valois, Miranda, Ferreira & Agel advises Brazilian and foreign sponsors, lenders, investors, project companies, and private equities in corporate and project finance and infrastructure development projects.

We represent a wide range of developers and suppliers in all phases of the development process, from initial green-field projects to operation, including power generation and other energy-related projects, as well as refineries, roads, hydroelectricity and other infrastructure projects.

Schmidt, Valois, Miranda, Ferreira & Agel has solid experience in the structuring of project finance for oil & gas fields as well as in the implementation of project finance for infrastructure and industrial projects. We assist financial institutions, project companies and sponsors in all legal aspects of transactions and projects that combine different structured finance techniques and multiple funding sources.

Our project group consists of a multi-disciplinary team of lawyers from our banking and finance, corporate, environmental, tax, regulatory, litigation and real estate practices that offers the experience and capability of a team that works on the most innovative, important and complex projects in Brazil.

Our lawyers have been particularly involved in the financing of oil & gas pipelines, FPSOs, and oil rigs, LNG and REGAS facilities, power plants, transmission and distribution lines.

### How we can help:

- Drafting, reviewing and negotiating term sheets, project documents and financing and security agreements;
- Advising on preparing pre-qualification submissions, tender documentation and bids to undertake projects;
- Due diligence;
- Overseeing the disbursement process;
- Advising on regulatory, tax, central bank, foreign exchange, contractual, licensing, insurance and dispute resolution matters that may materially affect the project development;
- Advising on environmental and regulatory compliance issues and assistance with obtaining the necessary approvals and permits for the project.



## Rogério Sobral de Miranda

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For more than 25 years, he has developed a legal practice focused on business law, representing clients in local and international transactions related to natural resources and infrastructure projects (in particular oil and gas, power generation, mining, ports and terminals), mergers and acquisitions, joint ventures, corporate matters, international contracts and project finance. He was the head of the gas and power and oil products in the legal practice of Shell in Brazil, where he was extensively exposed to all related legal and contractual matters of the industry, including exploration and production. Prior to founding the firm, he was a partner at a well-known Brazilian law firm. He has been appointed as a leading lawyer both in Energy and Natural Resources and in Corporate/M&A by Chambers and Partners, year after year. International Who's Who of Business Lawyers and the World's Leading Energy and Natural Resources Lawyers, published by Euromoney, recognized him in the Oil and Gas. Highlighted by Who's Who Legal as a reference in the natural resources area in Brazil. He has been recommended by the publication Legal 500. Brazilian Anuário Análise Advocacia has recognized him as one of the most admired lawyers in Brazil. He holds a masters' degree from the Centre for Energy, Petroleum and Mineral Law and Policy (CEPMLP) of the University of Dundee, Scotland, 2001. Bachelor of Laws degree from Pontifícia Universidade Católica do Rio de Janeiro in 1988. Member of the Ethics Court of OAB/RJ in 2010.

Languages: Portuguese, English and Spanish.



## Paulo Valois Pires

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His practice involves the representation of IOCs, NOCs, private equities, financial institutions and suppliers in O&G, M&A, private placements, offshore supply, pipeline construction, LNG projects, infrastructure, and tax related matters. He represents international and domestic clients in international tenders promoted by the Petroleum Agency and Petrobras for the divestment of onshore and offshore blocks, and also in complex bidding procedures for the charter of FPSOs, FSRUs, and FSOs. He started his career in 1989 as in-house counsel for Shell in Brazil. He is author of a variety of articles and a frequent speaker in panels related to O&G matters and programs worldwide. He was nominated as a leading lawyer (Band 1) in "Energy and Natural Resources" by Chambers Global and Latin America 2006 - 2010, 2011 ("spot light table"), and 2012-2018 editions. He is top ranked in the 2007-2017 "Experts' Guide to the World's Leading Energy and Natural Resource Lawyers" of Euromoney, and recognized as "The Best of the Best in Latin America" in 2012-2017 by the same institution. Recommended in Oil & Gas and Projects & Infrastructure by the international publication Legal 500. He is highly recommended by Latin lawyer 250. Also quoted by Best Lawyers in 2009/2014 - 2018 ("Lawyer of the Year" for his work in Natural Resources in 2018); by The International Who's Who Legal Energy 2009-2017 editions ("Most Highly Regarded Individuals"-2016 and "Thought Leader - Energy 2018") and by the Latin American Corporate Counsel Association (LACCA) in the 2014-2018 editions. Brazilian Anuário Análise Advocacia has recognized him as one of the most admired lawyers in Brazil. He was nominated by the Brazilian edition of the GQ Magazine in 2014 as one of the most influential lawyers in the country. Assistant Professor of Law at Universidade Cândido Mendes (1999-2002) and at Master Business in Petroleum of COPPE/UFRJ (2000-2004). Vice-chairman of the Brazilian Center of Mediation and Arbitration (CBMA - 2014-2016). Director of the Portuguese Chamber of Commerce in Rio de Janeiro (2015-2016). Tax Committee of National Organization of Oil Industry (ONIP - 2000-2002). Vice-chairman of the Energy Committee of the American Chamber of Commerce (2000). Member of the Association of International Petroleum Negotiators and former alternate regional director of the AIPN Latin America Chapter. Master Degree in International Law by the University of São Paulo. Master Business in Petroleum - MBP by the Federal University of State of Rio de Janeiro/COPPE. Post-graduate diploma in International Law by the Université Robert Schuman, Strasbourg, France: Certificat des Hautes Études Européennes. Law Degree by the University of State of Rio de Janeiro.

Languages: Portuguese, English, French and Spanish.



## Guilherme Schmidt

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He has an extensive practice in energy, regulatory, M&A, corporate and infrastructure transactions. From 1990 to 1993, he worked in the legal department of Shell in Brazil. After that, he joined a well-known Brazilian law firm where he became a partner in 1996 acting in commercial contracts, M&A, infrastructure and regulatory law. He was a visiting associate at O'Melveny & Myers LLP, New York, from 1998 to 1999. He was also partner at another important local firm for six years, where he was responsible for the above-mentioned areas. He has been nominated by Chambers and Partners as a leading lawyer in Corporate/M&A, Projects and Energy and Natural Resources. In particular area, he has also been listed by Expert Guides. In the Energy sector and in the Oil & Gas field he was highlighted by Who's Who Legal year after year. Latin Lawyer 250 has also mentioned him in Energy, Projects & Infrastructure, Corporate & M&A and Administrative law areas. He was also referred by Legal 500 in Natural Resources – Electricity. He was recognized as "Lawyer of the Year" for his work in Energy Law and recommended in the following areas: Corporate and M&A, Energy, Oil & Gas and Natural Resources by Best Lawyers International 2018. Brazilian Anuário Análise Advocacia has recognized him as one of the most admired lawyers in Brazil in Infrastructure and Regulatory areas. He was a guest professor of National and International Contracts for the MBA in Technology Law, and of Contractual Relations in the New Energy Model for the MBA in Energy Management for Fundação Getúlio Vargas. Post-graduated in Business Law from Fundação Dom Cabral. Graduated from Universidade do Estado do Rio de Janeiro. Member of the Board of the Brazilian Bar Association- Section RJ for 2016-2018. Languages: Portuguese, English and Spanish.



## Isabela Faria

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Representing and advising clients in structuring, negotiating and documenting finance and business transactions with emphasis on project finance transactions related with energy, oil and gas and infrastructure projects. Representing and advising clients in connection with direct foreign investments, private placements, investment funds, loan agreements, EPC (Engineering, Procurement and Construction) contracts, lease and charters agreements, foreign exchange transactions in general, Brazilian Central Bank regulations and corporate law. She was recommended as "Leader in their field" in Brazil by Latin Lawyer 250 - 2017. She frequently takes part in articles and presentations related to project finance in the oil and gas sector. Masters of Laws in International and Comparative Law (LL.M.) from Temple University School of Law, Philadelphia, USA. Bachelor of Law degree from Universidade do Estado do Rio de Janeiro (UERJ). Languages: Portuguese and English.

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