



MONTERO | ARAMBURU
ABOGADOS



ENERGY LAW

MADRID | SEVILLA | SANTA CRUZ DE TENERIFE | LAS PALMAS DE GRAN CANARIA | CÓRDOBA | HUELVA

MONTERO | ARAMBURU
ABOGADOS



The Firm

Founded in Seville in 1971, **MONTERO|ARAMBURU ABOGADOS** specialised exclusively in tax law until 1992, when it subsequently diversified, leading to it to become the multidisciplinary firm that it is today.

From the start, the Firm gained a broad and well-established prestige across Western Andalusia, where it is now one of the leading law firms in Seville, and Córdoba since 2010 and Huelva since 2012. Since its integration with Enrique Montero Gómez's law firm, **MONTERO|ARAMBURU ABOGADOS** has made a name for itself in the Canary Islands, where it opened offices in Santa Cruz de Tenerife in 1980, and in Las Palmas de Gran Canaria in January 2003.

The firm employs some 200 lawyers and economists.

MULTIDISCIPLINARY FIRM

The firm's long professional history and the broad diversity of its clientèle have provided it with extensive experience across most economic sectors. This background knowledge of the sectors in which its clients operate minimises the time and effort required to resolve their specific problems.

As a result, we are a multidisciplinary firm offering general, as well as specialised advice, in each of our practice areas, to individuals and businesses.



Philosophy

To anticipate client needs, MONTERO|ABOGADOS bases its professional practice on the following principles:

CLIENT FOCUS

MONTERO|ARAMBURU ABOGADOS understands that clients are the lifeblood of a company. For this reason, the personalised, tailored treatment and ongoing attention that clients receive promotes stable, long-lasting relationships built on trust, and results in fluid, proactive, anticipatory and, ultimately, more efficient advice.

PROMPT RESPONSE

Speed is key in business relationships and one of the most valued qualities in today's transactions. As such, the firm's professionals are fully dedicated to their work and to resolving client issues with the maximum possible skill and care, their only limit being the requirements of excellent quality.

RESULTS DRIVEN

The firm strives to exceed client expectations in every case it takes on. To that end, its lawyers know that providing legal advice that meets this objective is the best way to measure their efficiency and to assess their contribution of the firm.

EXPERTISE IN ECONOMICS

The firm's long professional history and the broad diversity of its clientele have provided it with extensive experience on the nature and specific features of practically all economic sectors. This in-depth knowledge of the world in which its clients operate minimises the time and effort required to resolve their specific problems.

CONTACT PERSON

From the very beginning, every client is assigned a contact person, whose primary role is to liaise between the different departments, establish open and ongoing communication with the client and, in general, ensure the client's needs are adequately met.

USE OF TECHNOLOGY

The development of office automation and knowledge management technologies highlights the significant advances in traditional management tools and complements the lawyer's intellectual work. The firm looks to ensure that it works with the most advanced technologies and provides its employees with access to state-of-the-art computer and multimedia resources, allowing them to streamline and increase the efficiency of their actions and interventions.





ENERGY LAW

Montero | Aramburu and Energy Law

MONTERO|ARAMBURU has extensive experience advising on commercial and administrative matters for all types of renewable energy projects, as well as for all branches of specialised law in this sector generally. Examples of matters on which MONTERO|ARAMBURU regularly advises its clients are listed below:

ADMINISTRATIVE LAW

MONTERO|ARAMBURU frequently advises clients on all aspects of energy projects and offers comprehensive advice on authorisations and licences. It has advised on and defended clients to gain access and connect to electrical energy transmission and distribution networks, filed enquiries with and disputes before the CNMC and the corresponding Regional Governments, carried out legal audits for project financing and offered legal support in the sale of electric power projects.

COMMERCIAL LAW: M&A AND PROJECT FINANCING

MONTERO|ARAMBURU has extensive experience advising clients on construction, acquisition, sale, financing and refinancing transactions for electricity, gas and hydrocarbon generation and distribution facilities.

It has advised its clients on setting up joint ventures and creating investment vehicles in the energy sector. Our comprehensive legal advice includes:

- Due Diligence.
- Drafting and negotiating contracts for the sale and purchase of companies that own energy production facilities (greenfield or brownfield/regulated or PPA or market).
- Drafting and negotiating photovoltaic assets purchase and sale contracts.
- Drafting and negotiating development (DEVA or PDA) contracts.
- Drafting and negotiating energy production facilities (EPC) construction contracts.
- Drafting and negotiating Asset Management (AM) contracts.
- Drafting and negotiating Operation and Maintenance (O&M) contracts.
- Drafting and negotiating financing contracts through Project Finance and their corresponding guarantees.
- Advising on the incorporating, merging and spinning-off of companies that generate and distribute electrical energy.
- Tax advice related to renewable energy projects.
- Comprehensive advice on the nodes in which common connection infrastructures are shared: choose and incorporate the most appropriate legal vehicle, prepare and negotiate the Developers Agreement to regulate the relationship between the developer partners and establish and manage common facilities, advice and design of the most appropriate form of financing, taking into account the concurrent circumstances and tax repercussions, both for the new entity and for the developer partners.
- Drafting reports and notes on regulatory, urban and environmental aspects.
- Provide legal advice on access and connection.
- Filing access and connection disputes before the competent electrical authorities (CNMC and Regional Administrative Bodies).
- Drafting administrative documents for submission to the CNMC, Directorate-General for Energy and Industrial and Mining Activities, both under the Ministry of Industry of the corresponding Autonomous Community as well as of the corresponding Regional/Provincial Delegations
- Advise on property liability matters derived from the latest legislative changes made to date in the renewable energy sector.
- Provide legal advice for and defend compulsory expropriation cases for deployment of the distribution and transmission network.
- Defend electricity companies before the CNMC and the Ministry of Industry in relation to: access disputes, photovoltaic premiums, among others.

Renewable energies - Our experience

OUR PROJECT TRACK RECORD

Below are some of the renewable energies transactions we have advised on.

- Advising Viridi RE Development GmbH on the acquisition, development and sale to Sonnedix of a photovoltaic solar energy project in Badajoz with a 50 MW power capacity

<https://www.pv-magazine.es/2020/03/10/una-empresa-alemana-podria-construir-50-mw-mas-en-badajoz/>

- Advising Viridi RE Development GmbH on the acquisition, development and sale to Metka EGN (Mytilineos Group) of a photovoltaic solar energy site in Badajoz with a 50 MW power capacity.

- Advising Viridi RE Development GmbH on the acquisition, development and sale to Metka EGN (Mytilineos Group) of a photovoltaic solar energy site in Jaén with a 50 MW power capacity.

<https://www.eleconomista.es/energia/noticias/10958423/12/20/Mytilineos-cierra-la-compra-de-una-planta-fotovoltaica-de-50-MW-a-Viridi.html>

- Advising Viridi RE Development GmbH on the acquisition, development and sale to IBOX of a photovoltaic solar energy site in Posadas (Córdoba) with a 50 MW power capacity.

https://sevilla.abc.es/andalucia/cordoba/sevi-ibox-energy-construye-planta-fotovoltaica-capaz-28000-viviendas-posadas-37-millones-202004161123_noticia.html?ref=https%3A%2F%2Fwww.google.es%2Furl%3Fsa%3Dt

[capaz-28000-viviendas-posadas-37-millones-202004161123_noticia.html?ref=https%3A%2F%2Fwww.google.es%2Furl%3Fsa%3Dt](https://sevilla.abc.es/andalucia/cordoba/sevi-ibox-energy-construye-planta-fotovoltaica-capaz-28000-viviendas-posadas-37-millones-202004161123_noticia.html?ref=https%3A%2F%2Fwww.google.es%2Furl%3Fsa%3Dt)

- Advising RGreen, Elite Alfred Berg and ReCap on structuring an investment vehicle or platform for the development, construction and operation of self-consumption projects with a planned power of up to 100 MW.

- Provide ongoing legal advice on commercial, civil and regulatory matters to a German company in relation to developing various electrical energy production plants with an aggregate power of approximately 1 GW.

- Advising Ralos New Energy Beteiligungen GmbH on the acquisition, development and sale of a photovoltaic solar energy site in Huelva with a 50 MW power capacity.

- Advising a leading German company in the renewable energy sector on the development and sale of a 50 MW production plant located in Burguillos del Cerro

- Advising Würth Solar on the construction and financing of multiple photovoltaic solar energy production installations with a total investment of approx. 115 million euros.

- Advising Green Enesys on the acquisition, construction and

commissioning of seven photovoltaic installations in the United Kingdom, with a total power of 54 MW. Structuring and financing of the investment, the total value of which was approximately GBP 77,000,000.

- Participation in the provision of services in the United Kingdom related to the refinancing of a portfolio of photovoltaic plants with a power capacity of 45.27 MW. Structured refinancing through the issue of secured guarantees with a value of £40,000,000.
- Advising on the refinancing and transmission of a wind farm made up of various wind farms with a total power capacity of 22 MW. Transaction valued at approximately 38 million euros.
- Advising on the refinancing and transmission of two wind farms with a capacity of 20 MW each. Transaction valued at 42.6 million euros.
- Provide comprehensive advice, especially in relation to commercial, administrative and tax law, for a group of companies, including a Chinese company that is the world leader in manufacturing energy products (mainly, solar panels), to achieve the transmission of shared electrical energy through a sectioning station for photovoltaic solar plants with installed power of 430 MWp (465 MW nominal) in Alcalá de Guadaira (Seville). *Inter*

alia, shareholder agreements, advising on the transfer of the use of connection installations, compensation agreement.

- Advising on the “Lomo La Esquina” project, which includes a photovoltaic park in Tenerife made up of various production facilities of 24 MW, 3.6 MW and 1.5 MW and another 18.3 MW wind farm.
- Advising in relation to an electrical energy production facility located in Alcalá del Río with a power capacity of approximately 49.99 MWp.
- Advising Novasol Invest (JiMKO) in relation to the challenge raised against a rate for more than 2 million euros and the regulatory Tax Ordinance issued by the Alcalá de Guadaira City Council for the issuance of a building licence for a 50 MW solar plant.



PROFESSIONALS

Commercial



MIGUEL CUESTA BOOTHMAN

PARTNER IN THE COMMERCIAL LAW DEPT. (MADRID)

EDUCATION

LLB Law, specialised in Company Law, from the University of San Pablo CEU (1998).

PROFESSIONAL PROFILE

More than 20-years' experience in commercial law.

Buying and selling companies, mergers, spin-offs, joint-ventures and acquisitions of business branches.

Advising national and international clients in numerous and complex purchase, sale and financing transactions for energy projects, as well as on the construction, connection, operation and maintenance of energy production installations in Spain, France, Germany and the United Kingdom. Since 2005, he has been worked on transactions for the purchase, sale, construction and financing of energy projects in Spain, as well as in France, Germany and the United Kingdom in collaboration with local firms.

Additionally, he has intervened in different European jurisdictions on the sale of the branch of activity involving the operation and maintenance of electrical energy production installations for a major German company.

His main clients include hotel companies, machine-tool manufacturing, iron and steel, recycling companies, etc. In recent years he has been involved in various M&A transactions in the industrial sector, in particular in the steel industry, as well as in renewable energies.

Experience in litigation and arbitration:

He has represented companies, both nationally and internationally, from various sectors in pre-contentious and contentious matters (before courts of all levels). He has participated in arbitrations presided by the most prestigious bodies in Spain. He has advised on contentious matters to trading companies, hotels, energy, direct sales, real estate, etc.

Miguel has been part of the Legal Challenge 2021 Jury organised by IE Law School.





Mª TERESA CEREZO MONTAÑEZ

PARTNER IN THE COMMERCIAL LAW DEPT. (SEVILLE)

EDUCATION

LLB Law, University of Granada, (1990 - 1995).

MA Corporate Legal Consultancy (1996) from the Instituto de Empresa (IE) of Madrid.

PROFESSIONAL PROFILE

Company Law. Advising all types of commercial and civil companies, from incorporation to liquidation. Attending general meetings, as well as boards and bondholders meetings. Drafting and negotiating corporate documents, contracts, articles of association, regulations, powers of attorney.

Compliance defence. Studying commercial transactions to assess, prevent and warn of potential risk of criminal liability.

Structural modification transactions. Buy and sell companies, businesses or assets, and stakeholdings in listed and private companies. Mergers, spin-offs, corporate transformations. Shareholder and joint venture agreements, strategic alliances, business groups. Carrying out legal audits or due diligence.

Acquisitions of companies and general procurement, joint ventures.

Director of the International Law Dept.

Expert in international procurement.

Debt refinancing and restructuring. Project Finance and financial instruments.

Securities market, and securities and banking law.





ANA BEATRIZ GAMERO DÍAZ DE LOPE DÍAZ

COMMERCIAL LAW DIRECTOR

EDUCATION

LLB Law (Specialism: Company Law)

MA Corporate Legal Consultancy from the Instituto de Empresa

PROFESSIONAL PROFILE

Commercial and procedural lawyer with more than 17 years' professional experience. *Inter alia*, in particular in the following areas:

Corporate law, corporate advisory, restructurings and shareholder agreements.

Advising on corporate disputes and challenging resolutions.

Insolvency law, managing insolvency proceedings and pre-insolvency proceedings.

Acquisition of companies and assets, as well as stakeholdings in companies.

Transactions and advising in relation to the energy sector: buying and selling companies, refinancing transactions, procurement -O&M, AM, transfer of use of facilities, etc.- advising developers with shared connection facilities (articulation through newco, financing, developer agreement, etc.).

Commercial contracts.

Advising on, designing and implementing criminal compliance programs.

Financing operations, advising, both to financial entities and to borrowers, in bilateral and syndicated financing transactions (with or without court approval).

Advising on the functions of secretaries for companies and partnerships when the position is held in various entities.

Ana collaborates with the Instituto de Empresa and with the Business School of the Instituto de Estudios in Cajasol.

Lecturer of MA Corporate Legal Consultancy.

Coordinator and lecturer of Superior Criminal Compliance Course.

Lecturer of Superior Master of Law at the University of Seville.





JUAN MANUEL MARTÍNEZ CARPIO

SENIOR LAWYER. COMMERCIAL LAW

EDUCATION

LLB Law

PROFESSIONAL PROFILE

Commercial lawyer with 14-years' experience. Member of the International Law Dept. Head of the German Desk.

Lawyer specialised in commercial law, with experience in:

National and international commercial contracts.

Acquisition of companies and assets, as well as stakeholdings in companies, including the legal due diligence process (contracts, corporate, financial) both for assets and companies

Transactions and advising in relation to the energy sector: sale of companies, refinancing operations, procurement -O&M, AM, transfer of use of facilities, EPC, etc.- advising developers with shared connection facilities.

Provide legal advice on traditional structured financing transactions (corporate and project financing), and on new alternative financing structures, as well as investment transactions by both private and public entities and, in particular, by venture capital entities.

Corporate advice, and joint venture and corporate reorganisation transactions. Shareholder agreements.

Debt refinancing and restructuring (syndicated; bilateral; with independent expert; with or without judicial approval).

Juan Manuel is an Associate Professor at the Pablo de Olavide University.

Collaborations at the Instituto de Empresa.

Member of the Spanish-German Association of Jurists (DSJV).



Administrative



IGNACIO ALBENDA SOLÍS

PARTNER IN THE ADMINISTRATIVE LAW DEPT. (SEVILLE)

EDUCATION

LLB Law, University of Seville (1989).

Preparation for the State Exam to be Judge/Government Lawyer, and Lawyer for the Andalusian Regional Government.

PROFESSIONAL PROFILE

Secretary for various Compensation Boards, he is legal adviser to telecommunications companies, city councils and local and regional public companies and Andalusian public agencies for public procurement, energy efficiency and renewable energies. He has defended multiple companies in sanctioning proceedings in environmental, urban and forestry issues, as well as in cases clawing-back subsidies. He has advised on urban, territorial and environmental

planning, authorisations, concessions, licences and registrations in Public Registries for companies of a very varied nature, including mining, aeronautical, construction, forest management, agricultural, chemical, renewable energy developers, biotechnology, food, health, shopping centre developers, etc.

He has defended Associations and Interest Groups in relation to market unity and free competition before the CNMC, for energy companies in connection disputes before the CNMC, and in matters of state liability of all kinds.

Ignacio has a vast experience in teaching:

Professor of the Erasmus Mundus Master in Urban Studies in Mediterranean Regions at the University of Seville.

Professor of the Bar Practice Course at Loyola Andalucía University.

Regular speaker at various Conferences and Seminars related to Urban Planning, Environment and Renewable Energies.





ROSA MARTÍNEZ DÍAZ

PARTNER IN THE ADMINISTRATIVE LAW DEPT. (CANARY ISLANDS)

EDUCATION

LLB Law, University of La Laguna.

Lawyer for the Public Administration of the Canary Islands since 1999.

General Director of the Legal Service for the Government of the Canary Islands from July 2009 to July 2015.

PROFESSIONAL PROFILE

More than 16-years' experience in the public sector, providing superior legal advice and the representation and procedural defence of the Public Administration of the Canary Islands. With experience in all internal

jurisdictions (Civil, Criminal, Employment, Administrative, etc.), including accounting and constitutional. She has a thorough knowledge of judicial review processes.

Preparation of legal reports on Bills of Parliament and general provisions and on administrative procedures in all material sectors within the competence of the autonomous region (sanctioning, public procurement, forced expropriation, administrative appeals, ex-officio reviews, subsidies, selective processes, etc.)

Rosa taught classes and courses as a professor on the MA Planning Law at the University of La Laguna, year 2014.

Organiser, Speaker and Moderator at various conferences on Administrative Law: Regional Ports, Law and Medicine, Public Procurement, Tourism, Services in the Internal Market, Renewable Energies, Environment.



Tax



LEONARDO NERI FERNÁNDEZ

MANAGING PARTNER

EDUCATION

LLB Law, University of Seville, (1986 - 1991), specialised in Company Law.

PhD Courses. Tax and Financial Law Department (1993-1995). University of Seville Faculty of Law.

Master in Tax Consulting from the CI Instituto de Estudios Cajasol (class of 1992-1993).

Diploma in Senior Management (AD-1) from the International Institute of San Telmo (San Telmo Business School).

PROFESSIONAL PROFILE

Member of the Tax Commission of the Spanish Confederation of Employers' Organisations (CEOE).

Member of the Spanish Association of Tax Advisers (AEDAF) and of the Spanish Association of Financial Law (AEDF).

Expert in business restructuring, tax advice to large estates, family businesses (Family Office), as well as in the development and implementation of family protocols.

Leonardo is a regular speaker on topics related to Family Business, Personal Income Tax and Inheritance and Gift Tax.



FELIPE FERNÁNDEZ-SACRISTÁN GARRIDO

DIRECTOR OF THE TAX LAW DEPARTMENT

EDUCATION

Graduate in Law.

PROFESSIONAL PROFILE

Lawyer with over 15 years' experience, specialising in special tax planning and regular advice to companies and individuals.

Lawyer specialising in Special Taxes and Environmental Taxes.

Extensive experience in the study, planning, development and analysis of development and analysis of economic plans, due diligence processes and accounting models for companies and institutions.

Technical functions in which he has specific experience:

Analysis and estate planning to optimise the taxation of individuals and legal entities.

Analysis, planning and execution of corporate restructuring operations.

Attendance at tax inspections and verifications on behalf of individuals and legal entities.

Recurrent advice to all types of entities on all types of taxation figures.

Preparation of appeals and claims in administrative proceedings and administrative appeals and judicial appeals, at all levels, against tax liquidation acts.

Preparation of reports and opinions on specific aspects of the different types of taxation.

Felipe collaborates with the Business School of the Instituto de Estudios Cajasol.

Lecturer in the Venture Capital Executive Programme.

Lecturer on the Master's Degree in Law at the University of Seville. University of Seville.

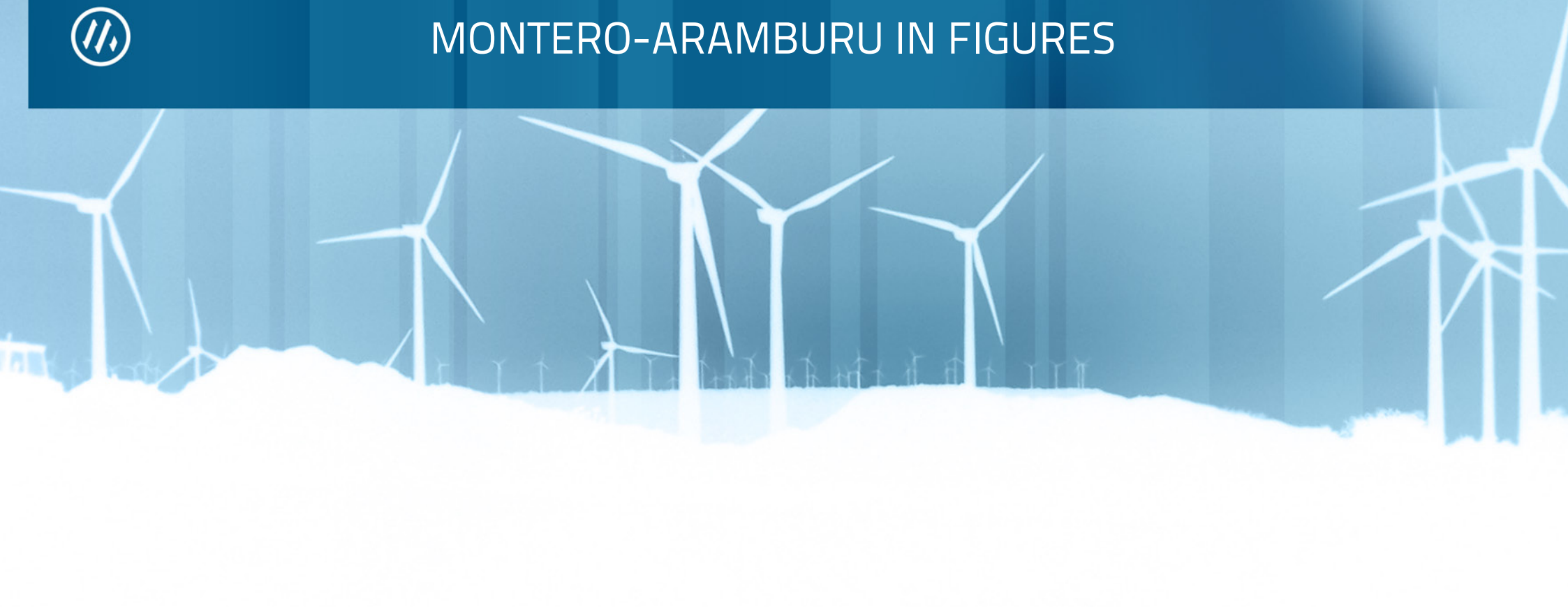
Mentor in the Andalucía Open Future startup accelerator. Telefónica.

Mentor at the Ceuta Open Future startup accelerator. Telefónica.





MONTERO-ARAMBURU IN FIGURES



Figures

50 YEAR HISTORY

MONTERO-ARAMBURU is the only multidisciplinary firm with distinctly Andalusian and Canarian capital. Founded in Seville in 1971, it stands out for being one of the oldest law firms in Andalusia and the Canary Islands with 50-years' experience as a multidisciplinary law firm. Its head office is in the Andalusian capital.

6 OFFICES

It currently has six locations: Madrid, Seville, Santa Cruz de Tenerife, Las Palmas de Gran Canaria, Córdoba and Huelva.

14 PRACTICE AREAS

It covers practically all the areas of company law:

- Civil
- Entertainment and Sports
- Digital and Technological Businesses
- Tax
- International taxation
- Employment
- Local and Public Employment
- Commercial
- White-Collar Crime
- Procedural and Arbitration
- Public
- Business Restructuring and Insolvency
- Regulated Sectors
- Urban Planning and Environment

COMPOSITION

Some 200 professionals, including lawyers and economists, provide legal advisory services.

The firm has 256 employees

Offices

SEVILLA

Avda. República Argentina nº 24, plantas 12, 13 y 14
41011 Sevilla
Tfnos.: +34 954 99 12 66/ +34 954 99 12 62
Fax: +34 954 99 01 85/ +34 954 99 03 01
e-mail: info.sevilla@montero-aramburu.com

MADRID

Calle Ayala 27, 3ª planta
28001 Madrid
Tfno.: +34 910 327 693
Móvil: +34 915 765 663
e-mail: info.madrid@montero-aramburu.com

SANTA CRUZ DE TENERIFE

Calle Antonio Domínguez Alfonso, 18-20
38003 Santa Cruz de Tenerife
Tfnos.: +34 922 29 00 51
Fax: +34 922 29 01 05
e-mail: info.santacruz@montero-aramburu.com

LAS PALMAS DE GRAN CANARIA

Calle Pérez Galdós nº 26
35002 Las Palmas de Gran Canaria
Tfnos.: +34 928 37 06 99 / +34 928 37 09 12
Fax: +34 928 38 02 12
e-mail: info.laspalmas@montero-aramburu.com

CÓRDOBA

Avda. Gran Capitán 23, 2ª planta, módulo 4
14008 Córdoba
Tfno.: +34 957 76 72 55
Fax: +34 957 40 10 14
e-mail: info.cordoba@montero-aramburu.com

HUELVA

Avda. Martín Alonso Pinzón nº 15
(edificio Parque América), entreplanta 6-7
21003 Huelva
Tfno.: +34 959 81 68 83
Fax: +34 959 81 22 01
e-mail: info.huelva@montero-aramburu.com



www.montero-aramburu.com