

A background image of a construction site with a dense network of steel rebar and formwork, overlaid with a semi-transparent blue filter. The text is centered over this image.

Ports and Logistics

The backbone of the global economy



**LEGAL
INSIGHT.
BUSINESS
INSTINCT.**



“Lydian recently advised on employing harbour workers in the ports of Antwerp and Ghent, and assisted with several aspects of port concessions and port projects. Yves Lenders is recommended.”

(Legal 500, 2012)

PORTS AND LOGISTICS THE BACKBONE OF THE GLOBAL ECONOMY

The transformation of the ports industry in recent decades has created a thriving and highly competitive industry, which is developing world-class facilities using leading edge technology. Belgian companies are playing a lead role in developing and adopting practices that enable ports to respond adequately to the global challenges ahead. Furthermore Belgian entrepreneurs are noticed for their remarkable skills in putting in place major functions, facilities and operations of value-added logistics centres.

In the global economy, logistics is the secret to opening markets, satisfying customers and creating sustainable supply chains.

LYDIAN YOUR PARTNER ON THE BUSINESS ROAD AHEAD

Lydian is deeply involved in all areas of law of the transportation sector and has gained a wealth of experience related to ports and logistics.

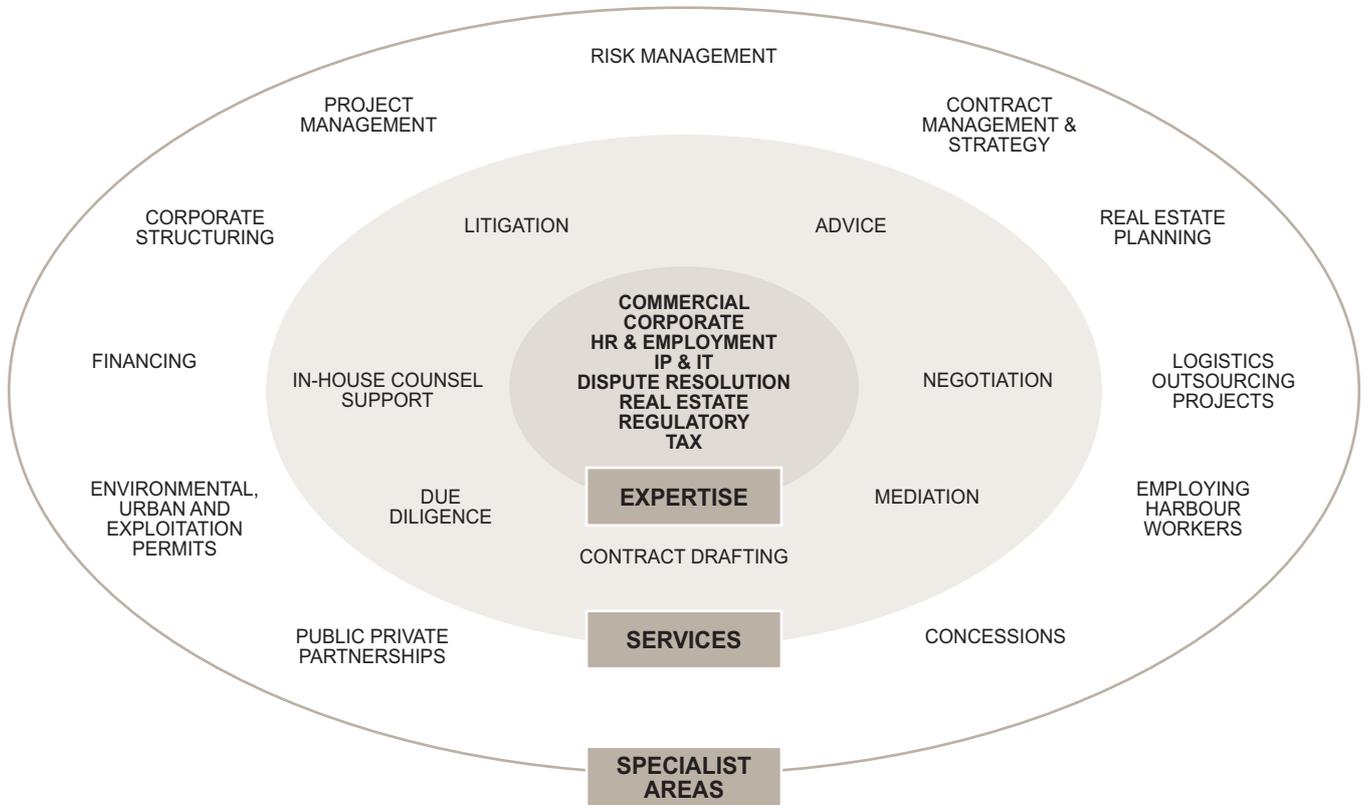
During this past decade the world changed significantly. Globalisation is no longer a notion but a reality: markets are internationalized. With this challenging context in mind, our clients still have to focus on their core business. A partner covering all risks is not a luxury, it is a necessity.

As new trends, opportunities and challenges lurk around the corner, as our clients seek to expand their businesses and maintain significant customer relationships of their own, providing an efficient and uncomplicated delivery chain is crucial to their commercial success. Such efficiency enhances profitability by reducing handling operations and all associated costs.

Working alongside our clients we advise on a wide range of matters, including risk management, financing, corporate structuring, taxation, project management and IT. Our experience enables us to offer clients sound business and commercial advice.

A COMPREHENSIVE, EFFICIENT APPROACH

Law issues faced by the ports and logistics industry are extremely diverse and require expertise in many areas of practice. The size of Lydian's Ports & Logistics team not only enables us to offer you a full range of services and support but also makes sure that your question is swiftly answered by a specialist with the required know-how and a detailed knowledge of the underlying legal situation.



Each question, each issue is pragmatically tackled. Our clients are looking for no nonsense answers and this is exactly what we deliver, always.

**“Straight-to-the-point advice
is the hallmark of Lydian.”**

(Legal 500)

LEGAL INSIGHT. BUSINESS INSTINCT.



OUR EXPERTISE, RELEVANT TO YOU

RISK MANAGEMENT IS CONTRACT MANAGEMENT

The ports and logistics industry presents particular challenges and risks which need to be assessed and managed including:

- the regulatory regime and relations with port authorities
- environmental risks and safety/public liability issues
- the scale and complexity of port operations
- interconnection with surrounding facilities
- usage and revenue risks and general market risks
- the particularities inherent to working with harbour workers

At the heart of any port project is the need for a reliable revenue stream, enabling the financing of the project to take place with no, or only limited, recourse to the project sponsors following financial close. In a port or terminal project financing, such revenue may derive from:

- agreements with shipping lines and other port users (such as raw material or finished goods exporting industries) for the use of port facilities
- dedicated ports or terminals for a particular industry such as oil and gas, LNG or other natural resources, containers or cruise and ferry.

Assessing the quality of any given revenue stream requires, inter alia, an expert analysis of the particular contractual obligations, with a particular focus on:

- the term of the contract
- the tariff structure
- currency exposure
- allocation of force majeure risk
- termination rights/compensation for termination.

In order to secure this continuous revenue stream, we help our clients build a stable organisation to face future challenges. On all levels, from shareholding to management over operational matters, on the short and on the long term, Lydian assesses the risks and makes sure the appropriate actions are taken.

Furthermore, in order to bring your business in the port to a successful conclusion, we offer:

- advice on the award, transfer and termination of port and inland waterway concessions and other agreements regarding the use of port and inland waterway terminals, including negotiations and contract drafting
- assistance in the development, construction and financing of both port and inland waterway terminals and logistics platforms and sites
- assistance in real estate planning, building and environmental permits and soil sanitation in ports and alongside inland waterways.

A recent trend in port development has been the willingness of many port users to become involved as sponsor partners in port or terminal developments and to make equity investments in these projects. Port users have also shown themselves to be innovative users of structured finance facilities; we have advised on financing transactions where the regularity and reasonable certainty of the revenue stream are a basis of the transaction.

Our team has experience dealing with all of the key aspects in port development including:

- Greenfield experience – advising on the design and construction stages.
- Investment experience – advising on concession agreements, acquisitions and disposals, joint venture arrangements, financing needs (both debt and equity), shareholder agreements.
- Operational experience – dealing with handling conditions, environmental and insurance issues, providing commercial support, assisting with standardised terminal documents.
- Acquisitions and disposals – advising buyers, sellers, financiers and other involved in acquisitions and disposals of ports and terminals and related operations.

Moreover, our team can assist you in logistics outsourcing projects, from your transport contracts to setting your supply chain requirements. The Ports & Logistics team can provide you with useful and pragmatic advice, both tailored to the specific needs of your company and the requirement of the specific project.

Our services include:

- drafting of logistics contracts and warehousing agreements
- setting-up of logistics structures and legal risk assessment
- advice on multimodal transport agreements, transport contracts, charter parties and ship finance
- due diligence of insurance portfolios
- corporate and other transactions in the port, logistics and shipping sectors
- dispute resolution and arbitration.

Our team proactively advises in durable set ups to limit the risk of disputes and to put in place swift and reactive remedies in case of disputes.

Our lawyers have acted for:

- port and terminal developers, investors, operators and managers
- ship owners and operators
- air freight and heavy lift operators
- commodity traders
- banks and financial institutions
- equipment lessors
- IT solutions providers
- transaction arrangers and brokers
- export credit agencies
- trade associations.

For all our projects, we apply competitive rates. Whether you prefer capped fees or other fee arrangements, we are happy to make you a tailor-made offer. Along with our clients, we bring businesses and ventures to a success.

LEGAL INSIGHT. BUSINESS INSTINCT.



SOME HIGHLIGHTS OF OUR RECENT EXPERIENCE

- We represented the vendors in the sale of an oil storage terminal in the Port of Antwerp for a purchase price in excess of EUR 120 mio. Assistance included the organization of a controlled auction process, the drafting of all sale agreements and all related negotiations.
- We provided general advice on HRM, amongst others advice on the legal position of civil servants. Our advice included the entire reorganization of the civil service statutes and remuneration system.
- We advised and represented a leading passenger and logistics company in a litigation initiated by a competitor and a former employee for alleged enticing away of personnel and third-party complicity to unfair trade practices. The claimed amount was close to 5 million EUR.
- We advised a public company that is responsible for the demineralized/ industrial water supply in the Antwerp region, in the application procedures for several building and environmental permits required for the construction of a water production site in the Antwerp harbour. This project was of strategic importance and the timing was essential due to the fact that the company has a duty to deliver water to companies in the Antwerp harbour (chemical industry, etc.) within a determined timing. If not, penalties would apply.
- We advised a petrochemical company on the status of harbour workers (“Act Major”), their specific terms and conditions and possibilities to avoid the application of the Act Major to logistic and transport services carried out in the harbour area.
- We advised another leading petrochemical company, on the employment of harbour workers in the ports of Antwerp and Ghent.
- We advised a logistic group on several questions relating to shipping and other claims, logistic contracts and related litigation. In addition we advised the group on a potential termination of their largest port concession due to major infrastructure works.
- Assisting KBC Bank and the Port of Antwerp supporting Deurganckdoksluis NV in respect of the EUR 340 million financing (of which EUR 170 million was underwritten by the European Investment Bank) of the building of the new Deurganckdok sea lock in Antwerp, the largest sea lock in the world. This construction project was one of the biggest and most important projects in Belgium in 2011. For Lydian, this was a great opportunity to demonstrate its approach to legal services, combining expertise in finance and public law with hands on experience in maritime and port-related matters.

OUR LAWYERS

Lydian's Ports & Logistics team brings together a group of lawyers from different practice groups with a particular focus on the ports and logistics industry and includes commercial, corporate, real estate and employment law experts. Moreover, our lawyers bring in-depth knowledge of the legal, cultural and business aspects of doing business in this industry. They also have a keen understanding of how Belgian legal, cultural and business issues relate to those of other countries.

All the members of our Ports & Logistics team have both the professional and linguistic competencies needed to advise and assist all parties engaged in this industry. Their understanding of the legal and business environments enables them to offer solutions to cross-border challenges on general business law as well as highly-specialised areas of law.

TEAM MEMBERS



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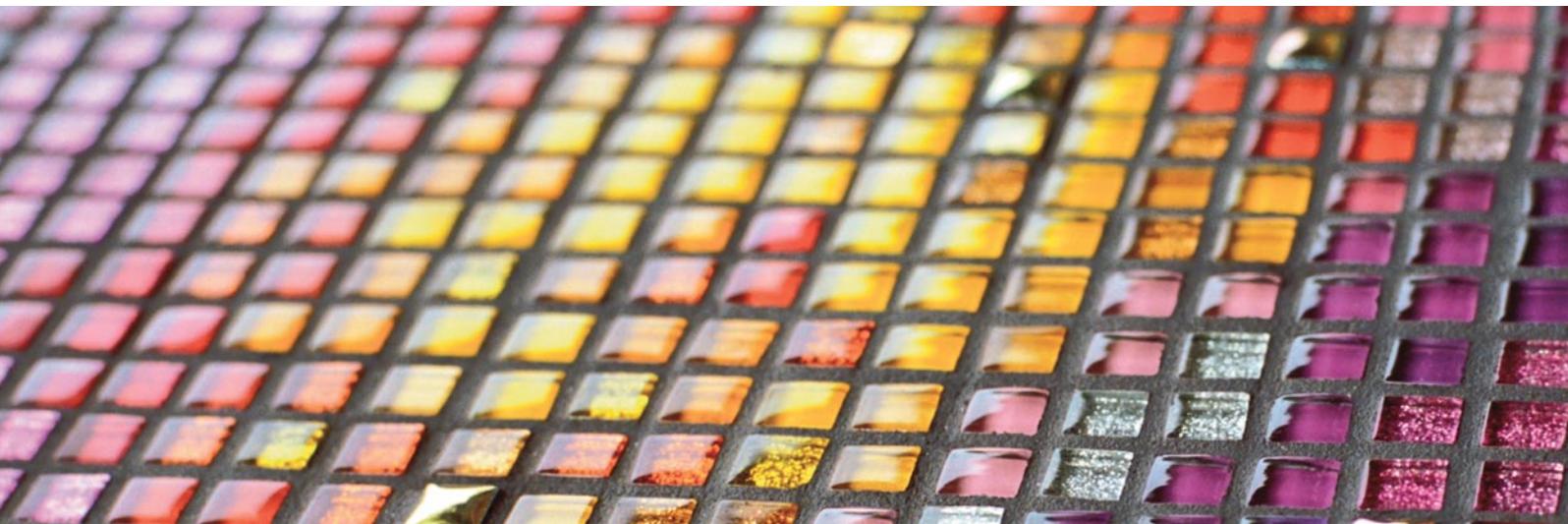
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