

AIGI SUMMER SCHOOL 2021

3rd edition

17th-19th September 2021
Bertinoro (Forlì) - Italy



INTERNATIONAL CONTRACTS

Turn key realization of industrial and construction projects

Associazione Italiana Giuristi d'Impresa (AIGI), the Italian Association of Company Lawyers member of ECLA (European Company Lawyers Association), will be running the new edition of the Summer School again at the medieval village of Bertinoro (Forlì - Cesena) - Italy.

The Summer School is based on strong professional experience of the Speakers and it provides participants with the opportunity to approach international legal issues emerging in Engineering, Procurement & Construction ("EPC") international contracts with qualified Speakers and other in-house counsels in an international forum: the course is aimed to combine academia and management experience.

PARTICIPANTS

The reference language of the course is English and the program is aimed at Legal Advisors, Heads of Legal, General Counsels who are interested in deepening the EPC contracts.

This course will benefit participants with different levels of experience and it is specifically designed to address the key issues giving the best approach on how to allocate and manage risks, liabilities, compliance issues and antitrust matters.

The audience being composed only by in-house counsels will allow team working between people having similar background and eager to share their experience with other in-house counsels.

WHY ATTEND

The Summer School is a unique chance to acquire a framework from which to define and manage an EPC contract and gather practical knowledge. At the same time, the Summer School presents an opportunity to enjoy some free time in an international environment through social activities organized in Bertinoro.

ACADEMIC PROGRAM 2021

This course will provide the participants an ideal opportunity to improve and sharpen their skill sets in EPC contract law principles and their capacity to deploy them in the context of solving practical problems.

The lessons will be a balance between theory and practice and exercises based on case studies and contract clauses.

The classes will be taught by international academic speakers and legal managers working in multinational companies.

	HOURL*	TOPIC*
Friday September 17th	09.00 - 10.50	<p>Engineering, Procurement and Construction (EPC) Contracts: main topics and risks</p> <ul style="list-style-type: none"> • EPC Turn Key Contract: Business view, various types of EPC and the Scope of Work. • Owner's and Contractor's different positions and respective risks. • Contractor's risks evaluation and management. • EPC international practice compared with Italian legislation on "appalto". <p>Engineering, Procurement and Construction Contracts (EPC)</p> <ul style="list-style-type: none"> • EPC Turn Key Contract: Business view, various types of EPC and the Scope of Work. • Owner's and Contractor's different positions and respective risks. • Contractor's risks evaluation and management. • EPC international practice compared with Italian legislation on "appalto".
	11.10 - 13.00	<p>EPC Contracts main Clauses, FIDIC Model Agreements, connected contracts and guarantees</p> <ul style="list-style-type: none"> • Main EPC clauses with focus on Contractor's Obligations, Responsibilities and Liabilities. • FIDIC and relevant "books": reference models. • Subcontractors and Suppliers of equipment and materials. • Bank Guarantees / Parent Company Guarantees. • Main EPC clauses with focus on Contractor's Obligations, Responsibilities and Liabilities. • FIDIC and relevant "books": reference models. • Subcontractors and Suppliers of equipment and materials. • Bank Guarantees / Parent Company Guarantees.
	14.00 - 15.50	<p>Claiming and Dispute Resolution in EPC Projects</p> <ul style="list-style-type: none"> • Contractor's Claims and contractual variations. • Dispute resolution: DAB and international arbitration
	16.10 - 18.00	<p>CASE STUDY I</p> <p>EPC Contract evaluation and negotiation (corporate Golden Rules and criticalities management). The role of in-house lawyer / contracts negotiator in the bidding and post bidding phase).</p>
Saturday September 18th	09.00 - 10.50	<p>EPC Project realization through Contractors' cooperation</p> <ul style="list-style-type: none"> • Cooperation in Turn Key EPC Projects – types and reasons for choice. • Corporate and Unincorporated Joint Venture – main issues. • Consortium Agreements – main issues. • Temporary association of enterprises in different legislations.
	11.10 - 13.00	<p>Joint Venture and Consortium: governance, risk's allocation, sharing of liabilities</p> <ul style="list-style-type: none"> • Agreements between/among Partners. Risk's allocation. • Liability towards third parties and internal sharing of liabilities / responsibility matrix. • Governance principles and Leader's duties. • Services Agreements
	14.00 - 15.50	<p>Project Finance - Relationship between Unidroit and EPC practice</p> <ul style="list-style-type: none"> • Project Finance: the role of Lenders and relevant role in EPC. • Project finance: risks' allocation, assignment to Lenders and direct agreements. • UNIDROIT Principles and possible application to EPC Contracts
	16.10 - 18.00	<p>Case Study II</p> <p>Termination: for Convenience / for Default (different conditions and consequences for the parties – management con critical issues. The role of in-house lawyer and contract manager).</p>
Sunday September 19th	09.00 - 10.50	<p>Compliance and Business Ethics in negotiation and execution of international contracts</p> <ul style="list-style-type: none"> • Business Ethics, Compliance and Anti-Corruption laws in EPC Contracts. • Environmental Laws, Human rights, Privacy laws.
	11.10 - 13.00	<p>Antitrust and Competition in international tendering and execution of contracts</p> <ul style="list-style-type: none"> • Antitrust and EPC international negotiations (Clean procedures, Merger Control, Golden Power, Joint Venture and exclusivity clauses).

* may be subject to change

SPEAKERS that already confirmed their presence are:

Michele Carpagnano	Professor of EU Competition Law at University of Trento; Partner, Head of Competition and Antitrust Italy, Dentons Law Firm
Giovanni Cerutti	NTT DATA EMEA Ltd, Senior Vice President, Chief Legal & Risk Officer
Laura Furlanetto	Maire Tecnimont, Senior Contracts Negotiator – Cert. Project Management – IPMA® - level D
Pietro Galizzi	Eni Gas e Luce, Head of Legal, Regulatory and Compliance
Giovanni Pagnacco	Maire Tecnimont, Senior Legal Manager, LLM, International Arbitration
Adriano Peloso	Dedalus Italia S.p.A., Head of Legal Affairs

ACADEMIC FEE

PERIOD	FEE **	Participant
16/09/2021* – 19/09/2021	700 € (VAT included)	AIGI, student of AIGI School and ECLA member
	950 € (VAT included)	other legal counsel

* arrival, welcome dinner and check in on Thursday 16th

** possibility of financing through interprofessional category-based funds

The fee includes:

- Academic Program;
- Meals (lunches and dinners) and Coffee breaks;
- Social activities

Accommodation in Bertinoro (B&B) and travel expenses to and from Bertinoro are not included and are up to each participant.

The AIGI Summer School accepts only a limited number of participants. First-come first-served rule applies.

ACCOMMODATION

Ce.U.B. offers the treatment of B&B

It is strongly suggested to subscribe the accommodation proposed by CEUB at special price for our students or, at your choice, to book in other hotels located in the Bertinoro Village downtown, in order to be at a walking distance from the CEUB location and to enjoy the evening activities planned for all participants.

LOCATION SITE can be visited here: <http://www.ceub.it/>

PRE-REGISTRATION

Contact: segreteria.aigi@aigi.it

Pre-registration is not binding and it will help AIGI to figure out how many potential participants are interested in the course

The course will be activated with a **minimum number of 12 participants**

Follow us on LinkedIn and on our website www.aigi.it

CV Speakers

Michele Carpagnano



Michele Carpagnano is a partner in Dentons' Rome office and the head of the Italian Competition & Antitrust practice. Professor of EU Competition Law at University of Trento, he is the founder and co-director of the Osservatorio Antitrust, an independent research center based at Trento University.

Michele provides national and multinational companies with legal advice and judicial assistance in all aspects of Italian and EU Competition Law, Consumer Law, Merger Control, State Aid Law, antitrust issues related to tender procedures (bid rigging) and markets regulations.

He represents national and multinational companies as well as public institutions in administrative proceedings before the Italian Competition Authority and Administrative Courts.

He also represents clients in Competition / Consumer laws litigation - both single and class actions claims - before Italian Courts.

He advises local, national and EU Institutions on legislative / regulatory proposals related to Competition and Consumer laws.

Giovanni Cerutti



Giovanni Cerutti is SVP and Regional General Counsel of NTT DATA Emea Ltd. (UK) since 2012, when he set up the *Legal & Compliance* organization across the Region. He has also been active in *M&A transactions* ever since. He is currently *Lead DPO* (CIPP/E certified), with responsibility over 12 operational entities in Europe, Middle East and Far East.

After graduation and legal practice, he earned a *Master's Degree as Fulbright Scholar* at Urbana-Champaign Law School (USA). He has gained more than 35-year professional experience as In-House Lawyer in International Groups (ENI, Honeywell, Bull, Wang, Getronics, Value Team, Value Partners, NTTDATA). He is a "*Dirigente*" since 1993.

He is pro-bono Board member of ECLA - "*European Company Lawyers Association*", non-profit Association of over 20 National Chapters. Co-author of the White Book "*Company Lawyers: independent by design*" (Lexis Nexis) and of an article re "*M&A-related Escrow Agts and other Collaterals*", in book published by Giuffrè for AIGI Italy.

Laura Furlanetto



Since 2003 with the Commercial Direction of Tecnimont S.p.A. and the Legal and Contracts Direction of Maire Tecnimont Group as in-house lawyer and manager of contracts negotiation in the business of Petrochemicals, Oil & Gas, Power and Fertilizer industrial plants, Infrastructures and Renewables Energy projects, green acceleration and technologies for circular economy. Giving support in international tendering process and award of EPC contracts for turnkey projects, subcontracts, relevant joint venture and consortium and start-up of project companies in various jurisdictions. Wide international experience accrued in Middle East, Gulf Countries, Asia (from India to all far East), Africa, South America, Russian Federation, USA and EU, approaching relevant legal systems, environment and risks & opportunities management. Since 2014 "*Certified Project Management Associate*" IPMA (International Project Management Academy). For more than 10 years before being in-house, working as qualified lawyer - Senior Associate with international law firms in construction litigation, corporate restructuring and M&A. Graduated in Law at the University of Bologna with dissertation on Arbitration in Public Contracts. Lecturer and teacher at post graduate courses and masters of, among others, LUISS (Libera Università Guido Carli), ANIMP and Euroconference. Member of AIGI (Associazione Italiana Giuristi d'Impresa), former responsible of Lombardia and Liguria Area (2007-2010) and Board member (2010-2016), currently member of Collegio dei Proviviri. Co-founder of <http://www.giuristitelematici.com> association for the study, exchange and updating on legal matters of information technology. Author and co-author of several articles and books on international contracts, project financing, joint venture, public contracts. The last one published in 2020 is: "*The UNIDROIT Principles in EPC Contracts of industrial process plants: Contractor's experience*" in the volume "*The multiple uses of International Commercial Contracts: theory and practice*" within "*Contratti & Commercio Internazionale*", editor Giuffrè.

Pietro Galizzi



Pietro Galizzi is the Head of Legal, Regulatory and Compliance Affairs at Eni Gas e Luce S.p.A., one of the largest Italian companies and a main player in the oil & gas industry.

Before being Head of Legal and Regulatory Affairs at Eni Gas e Luce S.p.A., Pietro Galizzi was Eni S.p.A.'s Retail Market Gas & Power Legal Assistance Senior Vice President. Before joining Eni, from 2002 to 2013, Pietro was Saipem's General Counsel. In these roles, he has covered a wide cross section of legal activity, including compliance, litigation/arbitration, contract negotiation, contract administration and the full range of corporate legal activities.

He has been a member of the UNIDROIT Working Group on International Long-Term Contracts, participated in the ICC Commission on Arbitration, Working Group on the Role of In-house Counsel in Dispute Resolution and in the European Advisory Board of the CPR.

Pietro regularly lectures on International Business Law at Università Cattolica del Sacro Cuore (Milan, Italy), LUISS Guido Carli (Rome, Italy) and Quest Master Class (Dubai, UAE).

Giovanni Pagnacco



Mr. Pagnacco is an experienced in-house legal counsel, at Maire Tecnimont Group, specialized in international dispute resolution, construction law, contract and claim management. Mr. Pagnacco has worked for major corporations and consulting firms like Siemens and Ernst & Young in Engineering & Construction, Oil, Gas, Infrastructures and Power projects in the Americas and Europe. In recent years, Mr. Pagnacco has managed several high key arbitration cases, in Latin America, Europe, Middle East, and India.

Mr Pagnacco obtained a Law Degree at the Università Cattolica of Milan and an LLM degree in Construction Law and International Arbitration at Gordon University, Aberdeen.

He is a member of the Italian Chapter of CIARB to which he belongs in quality of Fellow and a member of Arbit.

He has been lecturing for several ICC, IBA, ARBIT, AIA, CAM, UNIDROIT and CEA conferences in Italy and around the world.

Adriano Peloso



Adriano Peloso is Head of Legal Affairs of Dedalus Italia S.p.A., in charge for all legal affairs, both corporate and clients related, creating a common legal approach to commercial customer contracts and the provision of the legal services to the Company. He has the responsibility for legal support in national tendering process and award of contracts for IT Healthcare Integrated Projects, subcontracts, relevant joint venture and consortium in the IT Healthcare business. Before being Head of Legal Affairs at Dedalus Italia S.p.A., since 2013 he was an In House Lawyer and Manager of the contract management assistance at Saipem S.p.A., a large Multinational Company in the business of Petrochemicals, Oil & Gas, Power and Fertilizer industrial plants, Infrastructures and Renewables Energy projects. For more than 3 years before being in-house, he has worked as qualified lawyer with international law firms in construction litigation, public contracts, corporate restructuring and M&A. Graduated in Law at the University of Milano-Bicocca. After the graduation he earned a PhD at the University of Milano-Bicocca with dissertation on European Regulation Market and Public Contracts. Lecturer and teacher at post graduate courses and masters of, among others, Il Sole 24 Ore Business School, ANIMP and University of Milano-Bicocca. Member of AIGI (Associazione Italiana Giuristi d'Impresa) and currently member of Board of Statutory Auditors Board of AIGI. Author of several articles on international contracts, project financing, joint venture, public contracts on Law Reviews and legal editor for newspaper as Il Sole 24 Ore and Wolter Kluwer Group.