



Tombeur, Carlos María

Practice Areas

Consumer and Antitrust	Corporate Law
Administrative Law	Litigation, Arbitration and Conflict Resolution
Banking	Energy

Education

Universidad de Buenos Aires, School of Law (Lawyer, 1976)

Memberships

Bar Association of the City of Buenos Aires International Bar Association

Academic Experience

Universidad Torcuato Di Tella, School of law, Professor in Economic Law at the Masters in Public Policy Universidad de Buenos Aires, School of Law, former law Professor in Commercial Law Universidad de Buenos Aires, School of Economic Sciences, former economic law Professor School of Attorneys of Buenos Aires, Professor

Working Experience

Before joining the Firm he was controller for the National State, appointed by the Central Bank of the Argentine Republic, at Seguro de Depósitos S.A. (SEDESA) (Insurance Deposit Company), since 1997-2001; legal undersecretary of the Ministry of Economy and Public Works and Services, 1992-1996; Member the Board of Directors of the Central Bank of the Argentine Republic, 1991-1992; partner of the firm Caride Fitte & Tombeur, 1977-1991

Languages

Spanish, English and French

Additional Information

Among financing transactions in the credit market, from the Private Sector, Carlos represented Corporación Andina de Fomento (CAF), as administrative and lender, Banco de Inversión y Comercio Exterior (BICE) as lender, and Deutsche Bank as collateral agent in the US\$ 52 million Eolica Koluel Kayke wind farm project finance (2013); Corporación Andina de Fomento (CAF), as lender, in a US\$ 60 million long term secured loan to Consorcio de Gestión del Puerto de Bahía Blanca, secured with income and contracts (2012); Banco Patagonia, as agent and lender, Banco Macro S.A., Banco de la Pampa S.E.M. and Banco de la Ciudad de Buenos Aires, as lenders, of a US\$ 27 million syndicated loan to Quickfood (2011); Profertil, as borrower, in the USD 70 million syndicated loan granted by Inter-American Investment Corporation (2011); Profertil as borrower from a financial loan for US\$65 million granted by the Inter-American Investment Corporation (ICC) (2009); UPS Capital Business Credit, a U.S. bank, in various financing transactions granted to Argentine companies, secured by commercial and political risk policies of the Export Import Bank of the United States (Eximbank), among other guarantees (2008-2009); the AES Group, as a sponsor in the restructuring of AES Parana project finance for US\$ 148 million (2006); YPF and Agrium, as sponsors in the project finance of Profertil for US\$300 million (2001-2002); YPF in its capacity as seller in a transaction structured abroad consistent in foreign sales and exports of crude oil to REPSOL YPF, for an approximate amount of US\$ 400 million, which would result in the advanced cash collection of the price of oil exports to be made on a regular basis during a seven-years term with advance payment of Banco Bilbao Vizcaya Argentaria and with a view to their placement in the international capital market (2001), and the advice to the Province of Cordoba in its capacity as borrower, in the granting of a syndicated loan in an amount of US\$ 150 million in the international market, guaranteed by provincial tax collection, and alternatively, a percentage of the rights of the Province on the copartnership of federal taxes (2000); and from the Public Sector, the preparation, negotiation and review of the documentation called Brady Plan, and the exchange of instruments of Par Bonds, Discount Bonds, and Floating Rate Bonds, etc.; the assignment of credits on the deferral of taxes and social security contributions entered by the National Government with a syndicate of banks (1995-1996); the subsequent operations of local and external financing in general (Medium Term Notes, Global Bond, Argentine Bond, Treasury Bills, etc., 1992-1996), the negotiation of the foreign debt of Argentina with the committee of creditor banks (1992-1993), and the operations of Argentine Eurobonds (Credit Suisse First Boston, and J.P. Morgan, (1991), among others. Among capital market operations, from the Private Sector it is worth mentioning among others, counseling services provided to Repsol YPF as only selling shareholder, in the Argentina offering of 1.9 million ADSs of its subsidiary YPF, to certain investors, settled through the Buenos Aires Stock Exchange as a block sale for a total of US\$85.3 million (2011); Repsol YPF as only selling shareholder, in the secondary public offering (IPO) of its subsidiary YPF, the sale of 26.21 million ADSs, in the international capital markets for a total of USD 1,070 million (2011); and to Repsol as bidder in the take over bid (OPA) regarding Astra shares in Argentina and Switzerland, and to YPF in Argentina and United States concerning the exchange of new shares of Repsol (2000) from the Public Sector, counseling services provided throughout the privatization process of YPF (1993), and during the national and international public offering of shares (tranches of the offer in Argentina, United States of America, Europe and Asia). He has been a member of the board (1999/2005) and statutory auditor (2008/2012) of YPF S.A., the biggest Argentine oil and gas company, and in such capacity, has been actively involved in oil and gas matters, including bio fuel projects. As for his experience in relation to public trusts, non-governmental public bodies, his appointments as an expert witness in trials in New York offered by Banco de la Nación Argentina on the trust which acted as trustee for Banco Hipotecario S.A. shares as assets in trust, and offered by the Government on the trust of Caja de Valores S.A. as trustee, and Secured Loans as assets in trust (2008); and advising to companies generating AES Group – AES Paraná S.C.A., AES Juramento S.A. and AES Alicura S.A. in their capacity as participants in the “Fondo para Inversiones Necesarias que Permiten Incrementar la Oferta de Energía Eléctrica en el Mercado Eléctrico Mayorista (Fund for investments required to increase the electric power supply in the wholesale electricity market) (FONINVEMEM)” created by the Secretaría de Energía de la Nación, and their participation in the establishment of two trusts aimed at managing each 50% of resources accumulated in the FONINVEMEM to be applied to the construction and management of the two power stations (2006), are highlights worth mentioning. Likewise, he also participated in drafting of the Executive bill passed by Congress called “Ley de Financiamiento de la vivienda y la construcción” (Law of Financing of housing and construction) governing on trust, leasing, and other institutes related to the securitization and mortgage market (Law No. 24.441), and regulatory decrees (Dec. No.780/95, and 627/96) (1994), and in the constitution of the Fondo Fiduciario de Capitalización Bancaria (Bank Capitalization Trust Fund) established by Decree No. 445/95. His expertise in connection with concessions and non-governmental public bodies, covers among others in the private sector, advising to Asociación de Distribuidores de Energía Eléctrica de la República Argentina (Association of Distributors of



Electric Power in Argentina) (ADEERA), relating fulfillment of its corporate purpose and relations as part of CAMMESA (Compañía Administradora del Mercado Mayorista Eléctrico S.A.), (Wholesale Electricity Market Management), a non-governmental public body (2008-2010); to AES Paraná S.C.A. a company generating electricity from AES Group in its participation in the “Fideicomisos del Gas” (Gas Trusts) – non-governmental public bodies, according to Resolution 185/04 from the Ministerio de Planificación Federal, Inversión Pública y Servicios (Ministry of Federal Planning, Public Investment, and Services), for expansion of the transportation pipelines of Transportadora de Gas del Norte (TGN) (2005-2006); and to YPF S.A. in its participation in “Fideicomisos del Gas” non-governmental public bodies, according to Resolution 185/04 from the Ministerio de Planificación Federal, Inversión Pública y Servicios, for the expansion of the gas pipelines of Transportadora de Gas del Sur (TGS) (2005-2006), and from the public sector, his appointment as Consultor del Organo de Control de las Concesiones de la Red de Accesos a la Ciudad de Buenos Aires (Consultant to the Control Agency of the Buenos Aires Road Access System) (OCRABA) under the Secretaría de Obras Públicas, Ministerio de Economía y Obras y Servicios Públicos (Secretary of Public Works, Ministry of Economy and Public Works and Services) (1997), the restructuring of Petroquímica Bahía Blanca S.A., capitalization of the National State claims in Indupa S.A. (now under reorganization process), and related companies and merging thereof, and tender for the sale of the National State shares in both companies, negotiation for their capitalization in the reorganization process and implementation thereof; preparation of tender documentation for the sale, tender specifications, contracts, resolutions, etc. (1994-1995), preparation of legal regulations (National Executive Branch Decree 2637/92), procedures, specifications and contracts for the tender of toll concession of Accesses to the City of Buenos Aires (Acceso Norte, Autopista Ricchieri and Acceso Oeste), the assignment of toll concession as collateral for financial transactions (1994-1995), preparation of drafts on standard rules, specifications and contracts for the National and International Public Tender for the Concession of Puerto Nuevo Port Terminals (Buenos Aires Port), according to provisions under Resolution 669/93 from the Ministerio de Economía y Obras y Servicios Públicos de la Nación (1993-1994), and the advice in the public tender for concessioning of the Paraná River as a waterway from Santa Fe to the Atlantic Ocean (1992). He has acted as legal counsel to Nokia Argentina S.A. and Nokia OYJ in connection with the review of an Equipment and Software Supply and Services Provision Agreement with Compañía de Teléfonos del Interior (CTI, Telmex), and issued legal opinions to Nordea Bank Finland Plc., regarding such agreement. Carlos M. Tombeur also acts as representative and legal counsel in Argentina for Société Générale Société Anonymé, EMC Corporation, Williams Lea Corporation, (Deutsche Post) and has been Deutsche Bank's counsel for the Argentine deposit certificates programs (Cedears) (1997-2007). He has also been UPS Business Credit Bank's legal counsel in several secured transactions in Argentina with Eximbank support, among other clients.