

Course title	Law and Finance (B)		
Teacher(s)	UCHIDA Yoshiki, SAITO Akira	開講区分	単位数
Numbering Code		1st semester	1.0

Lesson topic

“Legal Aspect of International Project Finance”. This course will be an introduction of basics of international project finance law and practice, especially, exploitation of natural resources, such as oil, iron ore, and gold mining, etc. In addition, this course will also focus on recent international trend of anti-corruption and anti-money laundering, third party due diligence with supply chain management, etc., by application of recent legal planning and legal risk management theory based on COSO Internal Control methodology.

Lesson target

By the end of the course students should:

- i. understand the basics of project finance, its business risk management, legal planning, and documentation.
- ii. have a general understanding of the law of developing countries and its protectionism, and why is it so?
- iii. understand how exploitation of natural resources are studied and processed
- iv. understand how legal risk of a project finance is identified and mitigated, converted or accepted.
- v. understand the current issues of bribery and money laundering: how it is prevented or sanctioned, and why?
- vi. understand how supply chain management should work. Focusing on conflict minerals disclosure requirements by Dodd Frank Act, and OECD Due Diligence Guidance, etc.

Syllabus and plan

The classes will be conducted on-line in real time. There will be a total of 8 (90 minute) lectures. The following gives an indication of the likely schedule of topics:

Lecture 1 Introduction: key features of international project finance, legal aspects of international exploitation contract and the meaning of without/ limited recourse loan, collateral and securities agreements.

Lecture 2: Origination of an exploitation contract; how a developing company and a bank creates a project finance?

Lecture 3: Planning for a loan agreement and legal risk management: schedule, collateral, and syndicate management, etc.

Lecture 4: More on project finance agreements and its functions, more focusing on legal strategies.

Lecture 5: Infrastructure and politics of developing countries; prevention of bribery and money laundering.

Lecture 6: Project governance, internal control, and risk management. Its history and case studies.

Lecture 7: Sustainability of a project and third-party risk management. Environmental protection, etc.

Lecture 8: Disputes and its solutions: Function of international arbitration and ICSID case studies.

The instructor is a New York state lawyer and had worked for more than 20 years in an international bank not only as a legal officer but also as an account officer. He joined to the planning group of project finances and proposed new projects or restructuring of them. He also has another experience in international consulting firms.

Evaluation method

Students will be assessed as follows:

25% performance in class 75% written report

Evaluation baseline

30% performance in class: students will be required to participate class room discussions after do some small-scale research of specific topics, and reporting back it to class. There may be short tests after each class to see the understanding of each lecture. Level of understanding, inquisitiveness and constructive participation shown in classroom discussions will also be taken into account.

70% written report: a written report of 1,500-2,000 words will be required at the end of the course in which students will need to show understanding of the concepts introduced during the course and to apply them to specific situations. There will be some flexibility on the choice of topic to take into account what research resources are available.

Notice (include info. on related class)

Exchange students can attend this course. They will need a reasonably high level of English ability both in reading and discussions.

Students may find it easier to use their laptop since this course will be held remotely by zoom meeting/ webinar. Students may participate by smart phones but minimum function to participate to the zoom meeting is required.

Review and preparation

Students will be required to research specific topics in relation to specific issues introduced during a class from time to time. This work may require students to read certain volume of legal materials (including some national laws and regulations in addition to actual cases) relevant to such researches.

Office hour · Contact information

Contact can be made by email to:
y.uchida@mdpbusiness.com

There will also be opportunity to ask questions at the beginning or end of classes.

Message for student

English and New York law dominate the area of international finance. You will see the flexibility of common law in this course and hopefully to acknowledge importance of planning by yourself for success of a project.

Improvements in Teaching

N/A

Text

Students are recommended not to buy the textbook until they have attended the first lecture where textbook and reference materials will be explained. Other materials will be distributed on BEEF and / or email.
If you have a time to study in advance, the following books are recommended.

International Project Finance 2nd Ed. / John Niehuss : West Natshell Series, West Academic Publication ,2015
, ISBN:9781628101348

The Law and Business of International Project Finance Third Edition / Scott L. Hoffman : Cambridge University Press ,2008 , ISBN:9780521708784

Reference Material

To be introduced from time to time by the instructor. Various English documents, such as World Bank, US Department of Justice and OECD recommendation papers, etc. will be referred in the class.

Classroom Language

English

Keywords

Without/ limited Recourse finance agreements: Legal Strategy and Risk Managements, Anti-bribery and Compliance, On-line in real time, Exchange student