

## **RADU STEFAN CERNOV**

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### **CERTIFICATIONS AND LICENSES:**

- Lawyer , Bucharest Bar Member
- Member of the Romanian National Union of Bar Associations

### **SPECIALIZATION:**

- **Energy and Infrastructure:**

Extensive experience in industrial, construction and engineering projects / international commercial contracts: negotiation of contracts based on FIDIC templates (International Federation of Consulting Engineers) in total amount of over Euro 700 million; management of contracts (the FIDIC Suite of Contracts: Yellow, Red, Silver, Green Books) and their tailoring according to the legal provisions of the Romanian law system (public finance laws, construction laws, public procurement laws). Consultancy for energy procurement contracts (PPA), procurement procedures, permits, licenses, transactions linked to public procurement/negotiations; proposals for financial offers in tendering (assessment criteria and methodology), etc.; assistance in obtaining of EU grants.

- **Private Public Partnership:**

Consultancy for investors and public authorities on public-private partnership in energy, communications and infrastructure sectors: assistance and consultancy on public-private partnership initiation, negotiation and conclusion of project agreements, preparation of specific documents, bidding, negotiation and conclusion of public-private partnership contracts

- **Public Procurement, Concessions:**

First-class experience in the performance of public or private activities acquired as manager. Extended experience in public procurement of works, products and services organised by Romanian authorities (opened and closed biddings, negotiations, etc.); preparation of procedures for construction works procurement; assistance and representation in public procurement dispute cases. Direct contribution (bill drawing up initiation and submission to the Government and Parliament, preparation and adoption of the secondary legislation and technical rules), in the adoption of the public procurement law by electronic devices, pursuant to the EU laws.

- **Project Finance, Private Equity:**

Preparation of documents related to financing contracts, drawing up and negotiation of syndicated loans in total amount of over Euro 500 million, based on the Loan Market Association and IFI templates and procedures, preparation of structured guarantee contracts, coordination of due-diligence procedures, preparation of the implementation documentation, assistance in contract negotiations with multilateral financial institutions (World Bank, EBRD, JBIC), coordination of tenders and procurement related services.

Identification of financing structures and sources, preparation of the implementation documentation, negotiation of loan based leveraged buy-out (LBO) procurement contracts with banks, investment funds and private investors, market surveys, feasibility studies, private placement memoranda, international presentations (road shows) for investment projects and opportunities, due diligence.

- **Banks and Financing:**

Client assistance and representation, preparation of legal opinions with respect to legal proceedings implementation in the main bank activities (cash flow management and operations, retail banking, debt & equity transactions, treasury certificates/state bonds, syndicated loans, etc.), preparation of legal opinions with respect to receivables transfer means, standstill agreements, internal due-diligence to determine the risks associated to the receivables portfolio; preparation, analysis and amendment of mortgage and real estate guarantee contracts and of the related documents; designing of complex guarantee structures; risk analysis, structuring and implementation of complex financial products, according to the EU and Romanian laws.

- **Communications, IT and Audio-visual:**

I occupied the position of State Secretary and Director General within the Ministry of Communications (drawing up bills, promotion of bills in front of the Government and Parliament, preparation and adoption of secondary legislation and technical rules; alignment of the Romanian laws with the EU laws on IT, telecommunication and audio-visual; promotion and implementation of the national development strategies, restructuring of the institutional framework (*inter alia* by the establishment of the National Authority for Communication Regulations); coordination of the negotiations with the EU on Chapter 19 (Telecommunications) and 20 (Audio-Visual) – negotiations which were successfully completed in 2002. I directly coordinated and monitored the activity of the public institutions subordinated to the Ministry or where the Ministry had an interest in (Romtelecom, Posta Romana, Radiocom, Postelecom). Development and promotion of market strategies and business plans for the telecommunication industry.

- **Fusions & Procurements, Privatising:**

Coordination of some major projects related to the restructuring of companies by mergers, acquisitions and splits; providing expert advice on taking over or transferring assets and obligations, etc.; providing expert advice on documentations, contracts, milestones, procedures, mandatory notifications; due diligence expertise, monitoring privatization agreements. Coordinator of the team representing the Romanian State (by the Ministry of Communications) in the procedure related to the second stage of the privatization of Romtelecom (the amount of the transaction with the Greek group OTE was EUR 335 million).

- **International Contracts:** first class experience gained during the activity carried out both in the public and in the private sector, in management positions; experience in the negotiation and conclusion of international trade contracts.

## EDUCATION

- Bachelor of Arts in Legal Studies, Faculty of Law, University of Bucharest (2000)

- Master's Studies in Public Procurements, Concessions, Public Privet Partnership, Faculty of Law, University of Bucharest (2015)

## **PROFESSIONAL EXPERIENCE:**

- Non-executive Member of the Board of Administration, the National Gas Transmission Company Transgaz S.A., selected according to the provisions of GEO 109/2011 on corporate governance of public companies (May 2013 – present) – member of the Nomination and Remuneration Committee, of the Rating and Audit Committee, and of the Committee for Regulation and Relations with Public Authorities.
- Chief Legal Officer, CNTEE Transelectrica S.A. (December 2015 – present)
- Member of the Supervisory Board of CNTEE Transelectrica S.A., selected according to the provisions of GEO 109/2011 on corporate governance of public companies (May 2014 – January 2016)
- Head of Contractual Dispute Settlement Department, Romanian National Company for Highway and National Roads (July 2015 – November 2015)
- Non-executive and interim member of the Board of Administration, the Romanian National Company for Highway and National Roads (September 2013 – April 2015)
- Non-executive and interim member of the Board of Administration, the National Company CFR SA (May 2014 – January 2015)
- Non-executive and interim member of the Board of Administration, the National Company "Telecomunicații CFR SA" (June 2014 – April 2015)
- Honorary Advisor, Ministry of Transportation (March 2014 – August 2014)
- Honorary Advisor, Infrastructure Projects and Foreign Investments Division (January 2013 – March 2014)
- Coordinating Partner, Civil Law Firm Cernov si Asociatii (former Enescu Panait Pop si Asociatii) (January 2009 – June 2013)
- Senior Partner – coordinator of Financing, Energy and Infrastructure Division, SCA Enescu Panait Pop si Asociatii (2006 – January 2009)
- Senior Consultant, Windmill International Ltd. – American company of consultancy and private equity investments (2005-2006)
- CEO, S.C. POSTelecom S.A. – start-up in telecommunications (2004-2005)
- State Secretary and Director General – Ministry of Communication and Information Technology (2002-2003)
- Non- executive member of Board of Administration of Romtelecom (2002-2003)
- Non-executive member of the Board of Administration, the General Inspectorate for Communications and Information Technology (2001 – 2003)
- Non-executive member of the Board of Administration, the National Institute of Research and Communications (2001 – 2003)
- Personal advisor of the Minister, Ministry of Communication and Information Technology (2001-2002)

**PUBLICATIONS and ACTIVITIES:**

Founder member of the Romanian Association of Good Administration (member of the Commission for Self-Regulation and Good Practices)

Speaker at numerous national and international conferences on public administration, IT and telecommunications.

**FOREIGN LANGUAGES:**

English – super advanced

Italian - intermediate

French – intermediate