

**CRISTINA M. WAGNER MASTROBUONO, LLM, FCIArb**

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Cristina M. Wagner Mastrobuono is a lawyer based in São Paulo, acting as arbitrator in disputes arising from complex contracts, including those under concession and PPP models, in arbitration proceedings under ICC Rules, CAM-CCBC, CIESP/FIESP and CAM(B3).

She is currently composing the panel of one of the biggest ongoing arbitrations in Brazil, between a telecom company and the National Telecommunications Agency, involving U\$ 3bi.; besides a great number of others related to: construction of energy transmission lines, reorganization of the ports area in Rio de Janeiro, Subway in Salvador (BA), toll road construction, as well as corporate law disputes.

Cristina is the president of a Dispute Board related to a train concession contract in the State of São Paulo and provides consultancy to investors in strategic decision in the operation of contracts with public entities.

She recently acted as an external consultant of the Interamerican Development Bank (IDB) on a project involving the development of new financial products to foster innovation in the State of São Paulo.

She served the Legal Department of the State of São Paulo for 27 years, occupying various high-profile positions across practice areas, including the Office's Vice Chair. There she could gather a large experience in public business law involving all forms of interaction between the public and private sectors, such as structuring concession projects, privatization and deregulation processes, constitution of real estate investment fund, assignment of receivables and corporate law aspects of state enterprises and state-owned companies.

Cristina is a certified *Fellow* by the Chartered Institute of Arbitrators – CIArb and is currently the vice-chair of CIArb Brazil Branch. She is listed at CAM/B3, CAM-CCBC, CIESP/FIESP, CAMARB, CBMA, ARBITAC, Shanghai Arbitration Commission – SAC, Court of Arbitration for Art – CafA, and Centro Internacional de Arbitraje – Cámara de Belgica y Luxemburgo en el Peru.

She is a lawyer graduated at University of São Paulo and holds an *LLM – Master of Laws* from the University of Chicago. She is also specialized in Corporate Law at

FGV Direito SP and attended an International Commercial Arbitration Course at Columbia University, NYC.

Fluent in Portuguese, German, English and understands Spanish.

## 1. Education

- 2018 – International Commercial Arbitration, Columbia University, USA
- 2006 – Post Graduation in Corporate Law, Fundação Getúlio Vargas, São Paulo, Brazil
- 1996 – Master of Laws (LLM), University of Chicago, USA
- 1985 – Bachelor of Laws (LLB), University of São Paulo, Brazil

## 2. Professional Experience

2020 - present: **crisrina mastrobuono adv**

Founder, arbitrator and legal consultant

- acting as arbitrator in the construction and energy sector, concession and financial contracts before CCI, CAM-CCBC, CIESP/FIESP and CAM
- IDB external consultant on a project involving the development of new financial products to foster innovation in the State of São Paulo
- Chair of a Dispute Board in a subway concession contract (Lines 8-9 in São Paulo)

1993 - 2020: **Legal Counsel, State Attorney's Office of São Paulo, Brazil (*Procuradoria Geral do Estado de São Paulo – PGE-SP*)**

- 2019: Deputy Attorney General (Procurador Geral do Estado Adjunto)
- 2015-2018: Head of the Advisory Department
- 2011-2015: Advisor to the Chief Legal Officer, Head of the Steering Committee for the State's companies and foundations
- 2007-2010: Legal Advisor, Department of Finance/Treasury Office
- 2003-2006: Advisor to the Chief Legal Officer
- 1993-2002: State Solicitor Office, Finance & Taxation Practice

1984 to 1987: **Associate, Florence & Advogados, São Paulo, Brazil (*Private Practice*)**

Legal counsel to German companies active in Brazil, with focus on corporate practice.

## 3. Experience Highlights

### *Infrastructure & PPPs*

- Led the State Attorney's Office legal team in several State PPP projects in urban mobility, transportation, health, sanitation, public safety, education, digital innovation, and housing ("Linha 6", "Linha 18", "SIM-Baixada", "FURP", "Hospitais", "Habitação", "Tamoios", as well as not finalized projects "Prisões", "Reservatórios", "Certificação Digital" and "Pátios");
- State legal representative in the PPPs Council and Privatization Committee of the State of Sao Paulo;
- Decides about the legal solution to be adopted in issues that arise during the execution of contracts that have as party the State of Sao Paulo;
- Approves the final legal opinions analyzing economic and financial rebalancing of concession contracts, specially the gas concessions (Energy Regulatory Agency - ARSESP) and roads concessions (Transports Regulatory Agency - ARTESP), and PPPs and concessions in the metropolitan rail sector;
- Structured the Center for PPP Studies for knowledge development and training of state lawyers;
- Member of the State of São Paulo's PPP Monitoring Commission, overseeing implementation and execution of PPP contracts.

### *Corporate & M&A*

- State representative at General Meetings of public owned companies like CESP, EMAE and SABESP;
- Defended the State in sanction proceedings before the Brazilian Securities and Exchange Commission (CVM);
- Integrated working group for the M&A transaction for the sale of State-owned bank *Nossa Caixa* to federal bank *Banco do Brasil*;
- Integrated working group for the M&A transaction for the sale of State-owned energy company CESP to a Joint Venture between Votorantim Energia and Canadian Pension Plan Investment Board (CPPIB);
- Member of the committee in charge of analyzing the corporate restructuring project involving the state-owned water company (SABESP), with the establishment of a holding.

### *Financial & Economic*

- Integrated working group in loan negotiations with international financial institutions (BIRD, BID, JBIC) and national banks (BNDES, Caixa Econômica Federal, Banco do Brasil) for strategic infrastructure projects on behalf of the State of Sao Paulo, and issued legal opinions;
- Integrated working group alongside the National Treasury Secretary and the Federal Administration's Arbitration and Mediation Chamber working on solutions to settle disputes between Federal and State Governments;
- Structuring and tendering of contracts for the assignment of receivables and real estate investment fund.

### *Arbitration*

- Oversaw the State of São Paulo's first arbitration proceedings, in disputes involving subway (Metro) under ICC and CAM-CCBC rules;
- Defined and implemented rules for arbitration chambers and arbitrators for all State's procurement contracts;

- Lead the drawing of the first arbitration agreement to be used in long term contracts of the State of São Paulo;
- Frequent speaker in international conferences about arbitration with public entities;
- Acts as co-arbitrator in disputes related to construction in the energy sector, road concession and financial companies, by CAM-CCBC and ICC;
- Listed arbitrator at CAM/B3, CAM-CCBC, CIESP/FIESP, CAMARB, CBMA, ARBITAC, Shanghai Arbitration Commission – SAC a Court of Arbitration for Art – CafA.

#### 4. Publications

Article: "Resources exchange between the controlling shareholder and State Owned Companies", in co-authorship with Carlos Eduardo Teixeira Braga, in *State Owned Companies: legal regime and practical experience under Federal Law nº 13.303/2016*. Cristina M. Wagner Mastrobuono, Bruno Lopes Megna and Mario Engler Pinto Jr. (org.) São Paul, SP : Almedina, 2022.

Article: "Privatizations, minority stakes and subsidiaries", in co-authorship with Cláudia Polto da Cunha, in *State Owned Companies: legal regime and practical experience under Federal Law nº 13.303/2016*. Cristina M. Wagner Mastrobuono, Bruno Lopes Megna and Mario Engler Pinto Jr. (org.) São Paul, SP : Almedina, 2022.

Book: *State Owned Companies: legal regime and practical experience under Federal Law nº 13.303/2016*. Cristina M. Wagner Mastrobuono, Bruno Lopes Megna and Mario Engler Pinto Jr. (org.) São Paul, SP : Almedina, 2022.

Article: "The regulation of the participation of the State of São Paulo in arbitrations", in co-authorship with Bruno Lopes Megna. In *WALD, Arnaldo, and LEMES, Selma (coords.): 25 years of the Arbitration Act (1996-2021): history, legislation, doctrine and jurisprudence*. São Paulo : Thompson Reuters Brazil, 2021. p. 99-118.

Article: "The dialogue of the New Law of Bidding and Engineering Contracts: some notes". In: *Public works and engineering services in the New Law of Bids and Contracts*. Rio de Janeiro : Ed. Lumen Juris, 2021. p.19-28.

Article: "The development of the use of arbitration in infrastructure contracts: practical issues faced by the State of São Paulo", TAFUR, Diego Jacome Valois; JURKSAITIS, Guilherme Jardim; ISSA, Rafael Hamze (coords.), *Practical Experience in Concessions and PPP: Studies in honor of the 25 the anniversary of the Concessions Law. Vol I - Structuring and Arbitration*. São Paulo: Latin Quarter, 2021. p.351-376

Article: "Arbitration with Public Entities in Brazil: What Asian Investors Need to Know" Cristina M. Wagner Mastrobuono and André Rodrigues Junqueira. (2021) *Asian Dispute Review*, July 2021, p.123-128

Article: "Justice: thinking artificial intelligence", co-authored with Ronaldo G. Gallo. In: *NASCIMBENI, Asdrubal Franco; BERTASI, Maria Odete Duque; RANZOLIN, Ricardo B. (coord.). Mediation and Arbitration Themes V*. São Paulo : LEX Editora, 2021. - 83 – 104

Article: "The choice of the arbitration chamber in disputes with the public administration". In: DOURADO, Ruy Janoni; VAUGHN, Gustavo Favero; BARROS, Vera Cecilia Monteiro de; NASCIMBENI, Asdrubal Franco (coord.). Current events of commercial arbitration: studies of the members of the Arbitration Committee and the Coordination Committee of the Mediation, Conciliation and Arbitration Chamber of the OAB/SP. São Paulo: Latin Quarter, 2021. p. 89 - 108

Article: "Independence and Impartiality of Experts and the Role of Arbitral Institutions: A Brazilian and an International View", YAR – Young Arbitration Review, year 9, Ed. 39, Oct/2020, p.32-35

Article: "Research: Rules of Impartiality and Independence in the Production of Evidence in Arbitrations", Revista Brasileira de Arbitragem RBA 67, Jul-Sep/2020, p. 32-77

Book: Parcerias Público Privadas vol II. Cristina Margarete Wagner Mastrobuono, (org.) – Revista da Procuradoria Geral do Estado de São Paulo, n. 89, jan-jul./2019

Book: Parcerias Público Privadas. Cristina Margarete Wagner Mastrobuono, Mariângela Sarrubbo Fragata, organizors – São Paulo : Imprensa Oficial do Estado de São Paulo – CPGE – Centro de Estudos da Procuradoria Geral do Estado : 2014

Article: "A revisão ordinária nos contratos de concessão e parcerias público privadas" (Ordinary revision in concession and public private partnership contracts), Revista da Procuradoria Geral do Estado "Parcerias Público Privadas vol II", n. 89, jan-jul./2019, p. 41-64

Article: "A escolha da câmara de arbitragem pela Administração Pública" (The choice of the arbitration chamber by the Public Administration), with André Rodrigues Junqueira - Revista de Arbitragem e Mediação – Ano 13 . vol. 48 . jan-mar./2016

Article: "A Parceria na Relação Público-Privada" (The relation in the public-private relationship), in Novos rumos para a infraestrutura eficiência, inovação e desenvolvimento/ Ricardo Sennes ... (et.al.).—São Paulo : Lex Editora, 2014

## **5. Memberships**

Brazilian Bar Association (OAB)  
Comitê Brasileiro de Arbitragem (CBar)  
Instituto Brasileiro do Direito da Construção (IBDiC) - Director  
Fellow of the Chartered Institute of Arbitrators – FCIArb  
Vice Chair of CIArb Brazil Branch  
Infrawomen Brazil/IWB – President of the Board

## **6. Languages**

Portuguese and German (native), English (fluent), Spanish (comprehends)

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