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In This Issue...

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Recent Changes in Legislation

The Omnibus Law

The long-debated Law No. 6552, commonly referred to as omnibus law, entered into force with its publication in the Official Gazette on 11 September 2014 ("**Omnibus Law**") (*Torba Kanun*).

The preparations of the Omnibus Law were initiated in the aftermath of the mine disaster in Soma, which raised nationwide discussions with respect to work place safety concerns in the mines. However, in addition to the matters surrounding the rights and safety of the miners, the enacted version of the Omnibus Law ended up as a piece of law that brings changes to a wide range of legislation including tax, social security, expropriation, internet governance, energy and privatization as well as certain commercial laws.

We set out below material amendments brought under the Omnibus Law:

- **Changes Regarding Employment Legislation:** The novelties brought to the Turkish employment legislation with the Omnibus Law predominantly relate to miners. Such changes, among others, provide more favourable provisions in terms of job security provisions, annual leave entitlements, working hours and overtime payments.

- **Appointment of Representatives with Limited Authorities:** Under the representation regime of the Turkish Commercial Code No. 6102 ("**TCC**") concerning joint stock companies and limited liability companies, prior to the enactment of the Omnibus Law, only the following restrictions to the company representatives authorities could be registered with the trade registries and published on the trade registry gazette: (i) limitation of representation which grants authority to representative only to represent the transactions conducted in the headquarters or in a branch; and (ii) limitations regarding joint representation. Therefore, it was accepted that, other than these two, limitations on representation authorities could not be asserted against third parties acting in good faith.

  With the introduction of the Omnibus Law, and in contrast with the above, non-executive board members as well as employees, who are appointed as a commercial agent (*ticari vekil*) or other trade representative (*tacir yardımcısı*) with limited authorities, will also be registered with trade registries and such registration will be published in the trade registry gazette. Further, the scope of the authorities and duties of such representatives will be determined with an internal directive which will be issued by board of directors and registered and published in the trade registry gazette.

  Lastly, under the amended version of Article 367 of the TCC, representatives with limited authorities and board members will be held jointly and severally liable towards third parties in relation to the damages that are caused as a result of such representatives actions.

  There are conflicting and uncertain expressions in the amendment which create ambiguity with respect to its implementation. The practice of the trade registries and the interpretation of the doctrine in forthcoming days will guide us in the implementation and interpretation of this amendment.

- **Municipalities as Licensed Natural Gas Distributors:** The Omnibus Law's amendment to the Natural Gas Market Law No. 4646 paves way for joint stock companies that are established by municipalities to carry out natural gas distribution activities in the relevant region. Accordingly, such companies will be able to apply for and obtain a natural gas distribution license provided that (i) the transmission lines in that city were constructed by Boru Hatları ile Petrol Taşıma Anonim Şirketi (*i.e.* BOTAŞ), the state-owned gas trade and transmission company; and (ii) no application has been filed in the last 3 distribution license tenders.

- **Non-Application of Certain Judicial Decisions Concerning Privatizations:** The Omnibus Law contains a controversial Article concerning the privatizations that have been completed before 10 September 2009 as per the Privatization Law No. 4046. According to this provision, judicial decisions which cancel the privatization decision that lead the reinstatement of the privatized entity to the public will not apply to the privatizations that have been completed before 10 September 2009. The provisions envisaged under the agreement with respect to reinstatement between the relevant public body and concessionaire of the privatized entity is carved out from the implementation of this new provision.

  However, the Constitutional Court announced on its website on 2 October 2014 its ruling that this Article is unconstitutional, and this decision is expected to be in effect in due course with its publication in the Official Gazette. It is noteworthy that a similar provision envisaged under the Privatization Law No. 4046 had also been previously found unconstitutional by the Constitutional Court.

- **Concessions Granted by General Directorate of State Airports Authority ("DHMİ"):** Pursuant to Article 33 of Law No. 5335, DHMİ is entitled to conduct tenders and subsequently enter into agreements with private entities pursuant to the "lease" and "transfer of operation rights" models under the Privatization Law No. 4046 for airport terminals and their related facilities. Until now, such agreements had been characterized as "concession agreements" and accordingly reviewed by the Council of State pursuant to the required Turkish Constitution, which stipulates that the Council of State must render its opinion on all concession agreements. It should also be noted that the concession regime is mainly governed by administrative law as opposed to private law. As a result, DHMİ enjoys certain "administrative law" privileges such as the right of unilateral termination by paying compensation to the concessionaire.

  In contrast with the above, the Omnibus Law stipulates that these "lease" and "transfer of operation rights" models are not deemed as "concession agreements" and will be subject to the private law regime. Notwithstanding this provision,

this will eventually lead to controversy on whether DHMİ's agreements under Article 33 of Law No. 5335 can actually be qualified as private law agreements. Indeed, pursuant to the Statutory Decree No. 233, DHMİ is a State-owned economic enterprise (*kamu iktisadi teşebbüsü*) and its provision of monopolized goods and services for public interest are deemed within the context of "concession".

As there is no retroactivity provision in the law for the existing projects and lease agreements, such projects will not be able to benefit from this change of law.

- **Exemption for Harbors:** Under the existing Forestry Law No. 6831, if the facilities that are subject to relevant permits (other than tourism facilities) grant a lease to third parties on such facilities, half of the lease amount that corresponds to the forestry areas is required to be transferred to General Directorate of Forestry. The Omnibus Law provides that, in addition to the exception for tourism facilities, the facilities that are subject to harbor permits will also be exempt from the said requirement.

New Environmental Permit and Licensing Regulation

The new Environmental Permit and Licensing Regulation ("**New Regulation**") was published in the Official Gazette on 10 September 2014 to repeal and replace the Regulation Concerning Permits and Licenses under the Environmental Law. The New Regulation will become effective on 1 November 2014; and therefore, the current regulation will continue to be effective until that date.

There is no material difference between the New Regulation and the current regulation regarding the procedures to be followed for receiving environmental permit and license. The most important amendment is in the definition of environmental permit. The New Regulation narrows the scope of environmental permit. The water emission, soil emission and the discharge of the hazardous materials are no longer listed under the scope of the environmental permit and will be subject to different legislation. Following the effectiveness of the New Regulation, the environmental permit will only comprise the air emission, environmental noise, waste water discharge and deep sea discharge. Moreover, the scope of the projects which are subject to environmental permits and licenses have been changed extensively in the New Regulation.

It should be noted that the temporary permit or environmental permit and license application evaluation procedures before the effective date of the New Regulation will continue to be subject to the regulations in effect at that time.

The Judiciary Reform Package

A new Law No. 6545 introducing several amendments to both civil and administrative procedures as well as other material laws such as the Criminal Law was published in the Official Gazette on 28 June 2014. Please review the article below in our Newsletter called "*A New Era in Administrative Legislation*" written by Av. Ayşe Eda Biçer for the important changes brought to the administrative procedures. The other major changes in civil and criminal procedures envisaged by the Law are as follows:

- The Chambers of the Court of Appeals (*Yargıtay*) have been changed; the statutory division between civil and criminal disputes has been abolished and the General Assembly of the Court has been authorized to decide on the division of chambers based on work load.
- The criminal courts of peace (*sulh ceza mahkemeleri*) have been abolished and replaced with "criminal judges of peace" (*sulh ceza hakimliği*) who will be authorized to decide on all matters required to be decided by a judge during the investigation stage of a public prosecution. The pending files of the criminal courts of peace have been distributed to the criminal courts of first instance (*asliye ceza mahkemeleri*).

Draft Legislation

Draft Electricity Market Balancing and Settlement Regulation

The Draft Electricity Market Balancing and Settlement Regulation ("**Draft Regulation**"), which will amend the current regulation on balancing and settlement extensively, has been published on the Energy Market Regulatory Authority ("**EMRA**") website in August 2014. Below are the material amendments to be introduced with the Draft Regulation:

- The operation of the intra-day market and Enerji Piyasaları İşletme Anonim Şirketi (EPİAŞ) are regulated in detail under the Draft Regulation, which is not regulated in the current regulation.
- Unlike the current regulation, there will be no "responsible balancing group" (*dengeden sorumlu grup*) or "responsible balancing party" (*dengeden sorumlu taraf*) and each market participant will be responsible for its own imbalance in the market.
- Unlike the current system where notifications can be made by phone or facsimile to the Market Operation System (*Piyasa İşletim Sistemi*) in case of a system connection failure, it will only be possible to make notifications via e-mail under the Draft Regulation.
- Eligible consumers will have the right to terminate their bilateral energy sale agreements, which have a period longer than 1 year, without paying any termination compensation to the market participant. The amount of the termination compensation that can be requested from an eligible consumer having an agreement with a period equal to or less than 1 year will be capped with the amount of the last invoice sent to such respective customer.

- In case the market participant makes an eligible consumer notification to EPİAŞ without executing an energy sale agreement with the consumer, that market participant will not be able to request the registration of a new eligible consumer for 3 months.
- In the event the eligible consumer is requested to be registered by more than one market participant, all registration requests regarding such consumer will be rejected by EPİAŞ.
- Having an ongoing agreement with a supplier and/or being indebted to the existing supplier will no longer be accepted as the reasons for rejection of supplier change.
- Zero balance correction amounts will not be accrued for market participants following 1 January 2016, the date on which Türkiye Elektrik İletim Anonim Şirketi (TEİAŞ) will start reflecting such amounts in the tariffs.

Draft Regulation on Subscription Agreements

The Draft Regulation on Subscription Agreements ("**Draft Regulation**"), which has recently been prepared by the Ministry of Customs and Trade, aims at regulating the procedures and principles related to subscription agreements to be executed with consumers.

The main features of the Draft Regulation can be summarized as follows:

- **Form and mandatory content of the subscription agreements:** Pursuant to the Draft Regulation, the seller or the provider is required to sign a subscription agreement with the consumer and submit a copy of the executed agreement to the consumer. The mandatory provisions of subscription agreements are also explained in detail in the Draft Regulation. Absence of any of the mandatory provisions will not result in invalidity of the subscription agreement; however, as per the Law on the Protection of the Consumer, administrative fines will be applicable in such a case.
- **Subscriptions with an undertaking:** A written letter of undertaking comprising the conditions and validity period of such undertaking must be submitted to the consumer as an integral part of the subscription agreement. The results of early termination of subscription agreements with an undertaking by the consumers are also stipulated in the Draft Regulation. In case of an early termination by the consumer; only the discounts that have been made as per the undertaking and the unpaid instalments of the goods or the services (if additional goods or services are provided within the scope of the undertaking), if any, (collectively the "**Discount Amount**") may be requested from the consumer. However, in case the total amount that would have been paid by the consumer if the agreement had not been terminated is less than the Discount Amount, the limit of the amount to be requested by the consumer must be the lesser one.
- **Payment notification:** The Draft Regulation envisages an obligation of payment notification to be sent to the consumer stating the service fee to be paid by the consumer for the relevant period. The mandatory provisions to be provided in the payment notifications are stipulated as well. Upon the consumer's request, sellers or the providers are obligated to provide the details of this payment notification free of charge. Postage expenses of payment notifications cannot be requested from consumers. Additionally, consumers are entitled to object to the amounts stated in the payment notifications within 1 year following the issuance of the payment notification. Objection to the payment notification does not abolish the consumer's payment obligation. However, in case the difference between the objected amount and the amount related to the previous consumption period is more than 30%; the consumer is entitled to pay the amount related to the previous consumption. In case an objection is raised by the seller or the provider, such objection will be concluded and finalized within 15 days and the result will be notified to the consumer.
- **Termination of subscription agreements and results of the termination:** The Draft Regulation sets forth the rights of the consumers regarding termination of the subscription agreements, as well as the procedure and consequences of such termination. Article 24 enables consumers to terminate indefinite term and definite term subscription agreements with a term of 1 year or more, at any time, without any reason or penalty. For definite term subscription agreements, terms of which are less than 1 year; consumers are entitled to terminate in case conditions are changed by the seller or the provider. Consumers may terminate subscription agreements under any circumstances, provided that there is a valid reason restricting the consumer from benefiting from the services. Save for the more favourable periods stated in the other legislations, the seller or the provider are required to perform the termination request of the consumer within 7 days following the receipt of the termination notice. If the subscription is not terminated by the seller or the provider within the periods stated in the Draft Regulation, starting from the end of the period of which the termination request must be performed, no payment may be requested from the consumer even if the consumer benefits from the services or goods.

Articles

A New Era In Administrative Litigation

Av. Ayşe Eda Biçer

On 28 June 2014, a new Law No. 6545 (the "**Law**") commonly referred to as the "judiciary reform package", was published in the Official Gazette and introduced several amendments to both civil and administrative litigation as well as other material laws such as the Criminal Code. The Law envisages significant changes to the structure of administrative litigation which are briefly summarized below.

A. Accelerated Trial Procedure

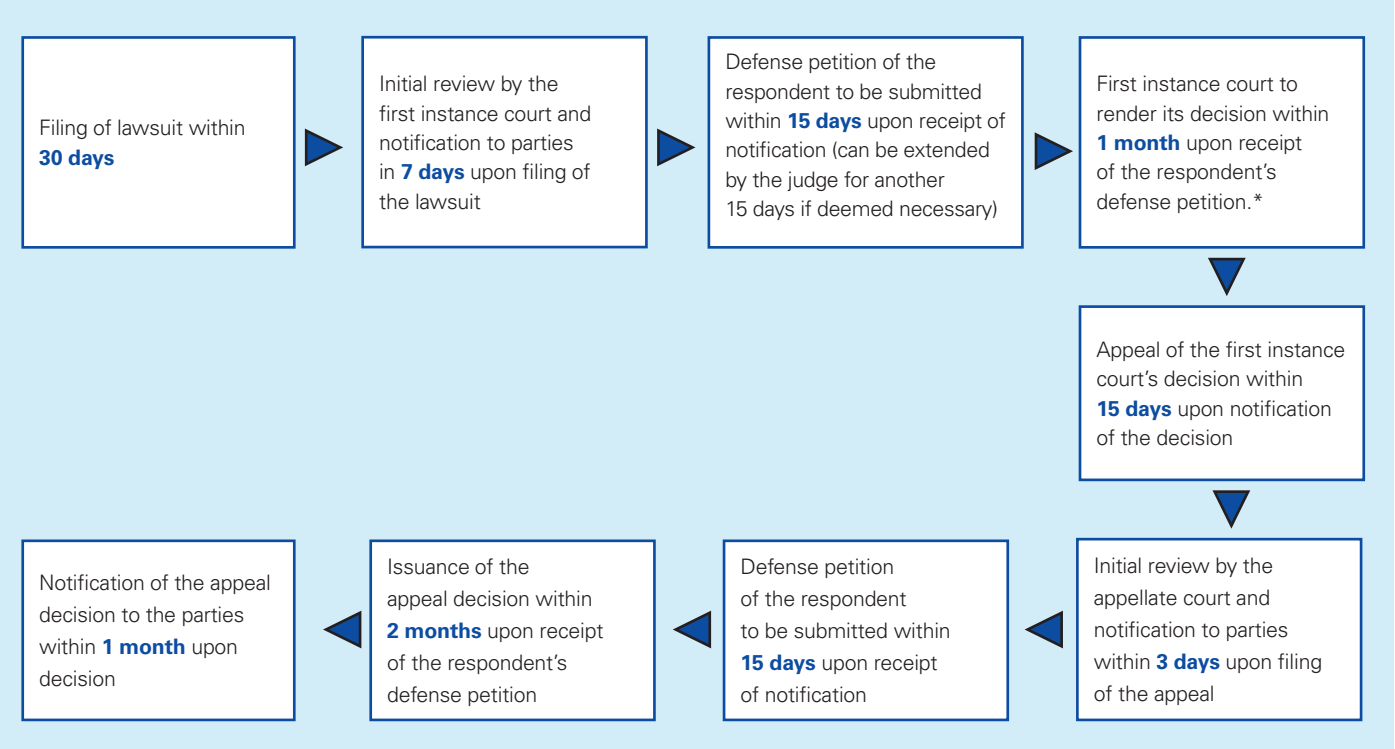
One of the major amendments of the Law is the introduction of the so-called accelerated trial procedure (the "**Accelerated Procedure**") which may enable the finalization of a dispute within approximately 7 months as opposed to several years. The following disputes are subject to the Accelerated Procedure:

- Tender procedures, except decisions on tender bans;
- Fast-track expropriation procedures;
- Decisions of the Privatization High Council;
- Sale, allocation and lease transactions under the Tourism Incentive Law;
- Decisions in relation to environmental impact assessments ("**EIA**"), except for environmental fines; and
- Council of Ministers decisions adopted pursuant to the Law on Conversion of Areas under Disaster Risk.

Since the disputes subject to Accelerated Procedure are crucial for an investor to initiate or conduct its operations in Turkey, this could be interpreted as a positive change for an investor in terms of saving a significant amount of time. However, it may also lead to discussions on the fact that these disputes require more detailed analysis and further time to reach a concrete and satisfactory conclusion. Practice will show the applicability and feasibility of this new procedure.

I. Time Limits

The Accelerated Procedure substantially reduces the preparation and review periods within the course of a regular administrative trial. The contemplated timeline can be summarized as follows:



*(Under the Law, to the extent an expert report would be taken or a site visit is necessary, those proceedings must be completed as soon as practicable.)

It is not fully clear how the courts will resolve disputes requiring advanced technical expertise within 1 month. It is also unclear whether the courts will be able to or even prefer to appoint technical experts in such a limited time period to review and prepare a report on subject disputes as, for example, has been the case in almost all EIA related lawsuits until now. We will be able to test those in practice soon.

II. Limitation to the Exchange of Submissions

The Accelerated Procedure also limits the number of petitions that can be exchanged by and between the parties. Accordingly, the claimant and respondent are entitled to file only one petition each in the Accelerated Procedure; whereas, in the normal administrative trial procedure, each of the parties are normally entitled to submit two petitions (*i.e.*, rejoinder and counter-rejoinder).

III. Decisions with respect to the Injunction Requests cannot be Challenged

Decisions with respect to injunction requests (*i.e.*, admission or rejection of the request) rendered by courts under the Accelerated Procedure will be final and will not be subject to further objection as provided in an ordinary administrative trial.

IV. Considerations on the Effect of the Accelerated Procedure on Pending Lawsuits

As this is a procedural amendment, due to the general principles of Turkish law, it has entered into force immediately upon its announcement in the Official Gazette. Accordingly, the Accelerated Procedure will be applied to all lawsuits that are currently pending before administrative courts, including the Council of State. We have been observing that certain injunction requests were rapidly decided which may give a hint that the administrative courts are indeed inclined to pursue the time related restrictions envisaged by the Law.

B. Establishment of Cassation Courts

The Law envisages the establishment of administrative cassation courts referred to as "regional administrative courts" (*bölge idare mahkemeleri*) within 3 months (*i.e.*, 28 September 2014) starting from its entry into force. However, the foresaid administrative cassation courts have not been established yet. These courts had actually been introduced and started to operate pursuant to the Law No. 2576 on Establishment and Duties of Regional Administrative Courts, Administrative Courts and Tax Courts issued in 1982; however, they have only been reviewing "objections" (*itiraz*) which were allowed to be filed against certain decisions of first instance administrative courts.

With the enactment of the Law, the administrative cassation courts will act as the primary reviewing courts, *i.e.* cassation (*istinaf*) courts, before the secondary appeal stage (*temyiz*) in the Council of State. Accordingly, new regional administrative courts will be established and the existing ones will be restructured so that these are turned into cassation courts responsible for the review of first instance administrative and tax court decisions in accordance with the provisions of the Law. In fact, certain decisions of the cassation courts will be final and cannot be appealed before the Council of State.

C. Changes in the Appeal Procedures

With the Law, the concept of "objection" has also been abolished and replaced by "cassation" which is a broader review equivalent to the appeal procedure as applied before enactment of the Law. Different than the appeal review, however, the cassation court may not only revoke the first instance court's decision and return the file; but also it may step in the shoes of the relevant first instance court and decide on the merits of the subject matter itself. In other words, the cassation court will initiate a second review, from both a legal and factual point of view, and replace the previous decision rendered by the first instance court.

In accordance with the introduction of cassation, the scope of appeals, as the secondary review procedure, has also been narrowed and only certain types of cassation court decisions are subject to review by the Council of State.

Furthermore, the "correction of decision" process, which had been the secondary review procedure before enactment of the Law, has also been abolished.

It needs to be noted that the amendments brought by the Law to the administrative review procedures (explained in Section B and C herein) will enter into force upon the establishment and start of operation of all cassation courts throughout the country which may take some time in practice.

Health PPP Projects In Turkey

Av. Dr. Çağdaş Evrim Ergün, Av. Naz Bandik Hatipoğlu, Av. Nigar Gökmen

The Turkish health sector has undergone major reforms in the last 10 years, which were initiated by the adoption of the Health Transformation Program by the Ministry of Health ("**MoH**") in 2003. The construction and renovation of integrated health facilities through the public private partnership ("**PPP**") model constituted a crucial part of this reform package. Since 2009, the MoH has been conducting tenders and contract negotiations for approximately 20 health PPP projects with an estimated investment amount of approximately US$ 10 billion. These projects are currently at different stages varying from pre-qualification to financing. A brief summary of the health PPP projects which provides information regarding its legal ground, legal changeless that the projects have faced so far and the key features of the project agreement to be executed with the MoH is provided below.

A. Legislation

In Turkey, there is no general PPP Law, although there is a draft law based on the UK model, but its fate is uncertain. There is, however, special legislation for PPP projects in the healthcare sector, namely Law No. 6428 Concerning the Construction of Facilities, Renovation of Existing Facilities and Procurement of Services by the MoH by Public Private Partnership Model[1] ("**Health PPP Law**") and the Regulation Concerning the Construction of Facilities, Renovation of Existing Facilities and Purchasing Service by the MoH by Public Private Partnership Model[2] ("**Health PPP Regulation**").

Prior to the enactment of the Health PPP Law, the main legislation governing the health PPP projects consisted of Supplemental Article 7 of Health Services Basic Law No. 3359[3] ("**Repealed Law**") and the Regulation Regarding Construction of Health Facilities in Return of Leasing and Renewal of such Facilities in Return of Operation of the Services other than the Medical Services[4] ("**Repealed Regulation**"). However, some of the health PPP projects and the repealed legislation have been challenged before the courts by a group of NGOs, individuals and certain Parliament members. As a result of these lawsuits, the Turkish Parliament enacted the Health PPP Law with the aim of ensuring continuity of the pending health PPP projects.

The Health PPP Law was amended by Law No. 6527 Amending Certain Laws[5] ("**Law No. 6527**") on 1 March 2014 which provided a clear legal basis for the MoH to amend the previously signed project agreements with broad discretion. Accordingly, if an amendment is needed for any reason such as "the emergence of a situation that affects the implementation of the project agreement and its schedules", the MoH will be authorized to make such amendments to the project agreements. If, however, the contract value of the project (*i.e.*, the bid amount) will also change as a result of such amendment, then it can only be made (i) if there is a force majeure event, extraordinary situation or other reasons which are not attributable to the contractor, and (ii) with the approval of the High Planning Council. This amendment has been awaited by the MoH, sponsors and potential lenders to amend the already signed project agreements of certain health PPP projects. The enactment of the law accelerated the financing process of those projects.

B. Legal Challenges

As stated above, some of the health PPP projects have been challenged before the courts by a group of NGOs and individuals. In July 2012, the Turkish Supreme Administrative Court rendered an injunction relief decision in some of such lawsuits, suspending the implementation of the projects. In addition, certain members of Parliament and the main opposition party (CHP) filed cancellation lawsuits against the Health PPP Law and the amendments made to it by Law No. 6527. In the current situation, no cancellation decision has been rendered in such lawsuits regarding the projects or the legislation yet, and the lawsuits are still pending.

Cancellation decisions rendered by an administrative court do not automatically invalidate the private law agreements, such as the project agreements, as per the general principles of the administrative law. In this respect, an administrative court decision may only have an indirect effect on the project agreements if such decision affects the validity of the agreement pursuant to the Code of Obligations. It should be noted that such claim cannot be raised by third parties, but only by the parties to the project agreement. Moreover, there may be possible alternatives to remedy the deficiencies stated in the court decision depending on the type of the relevant deficiency.

1 Published in the Official Gazette No. 28582 dated 9 March 2013.

2 Published in the Official Gazette No. 28995 dated 9 May 2014.

3 Published in the Official Gazette No. 19461 dated 15 May 1987.

4 Published in the Official Gazette No. 26236 dated 22 July 2006.

5 Published in the Official Gazette No. 28928 dated 1 March 2014.

C. Key Features

I. Funding Lease Payments

Pursuant to the Health PPP Law, lease payments must be paid from the working capital and/or the central management budget of the MoH. It should be noted that under Turkish law, there is no direct referral to the central budget of the MoH in case the funds of its working capital are not sufficient for its debts unless there is a provision in the project agreement to recourse to the central budget for the specific project.

II. Price Index and Forex Adjustments on the Payments

The Health PPP Law provides that lease payments to be made to the project company will be adjusted in accordance with the producer price index (PPI), consumer price index (CPI) and exchange rate fluctuation for every payment period.

III. Debt Assumption by the Treasury of the State

Law No. 4749 Concerning Public Financing and Debt Management[6] was amended in June 2012 to provide the possibility of debt assumption by the Treasury for health PPP projects. The Health PPP Law changed the applicability criteria of such debt assumption and made it available to more projects. Firstly, it reduced the investment amount threshold from one billion Turkish Liras to five hundred million Turkish Liras. Secondly, the Health PPP Law made this mechanism available to already tendered projects as well since it removes the requirement for such projects to receive the affirmative opinion of the Treasury for debt assumption prior to the preparation of the tender specifications. However, despite the theoretical availability of debt assumption by Treasury, the MoH, as a political choice, does not grant approval to the health PPP projects for debt assumption. Instead, the project agreement provides a contractual mechanism whereby not the Treasury but the MoH would be liable for the payment of senior debt under certain circumstances.

IV. Commercial Areas Outside the Health Facility Campus

For some health PPP projects, it was envisaged that certain areas outside the health facility campus (on which there are currently other health facilities) would be demolished and allocated to the project company to perform commercial activities. The Council of State concluded in its July 2012 decision that such allocation was contrary to the then existing legislation and thus suspended the implementation of the relevant tenders. The Health PPP Law brought a provision with the aim of ensuring the continuance of the related pending health PPP projects. Accordingly, the provision of the tender specifications regarding such commercial area allocations will be deemed invalid, and the MoH will proceed with the pending projects without making such allocations.

V. Tax Incentive

Under the Health PPP Law, all transactions conducted between the MoH and the project company during the investment period are exempt from stamp tax under Stamp Tax Law No. 488[7] and from any duties under Duties Law No. 492.[8] The Repealed Law also provided the same exemptions regarding the Stamp Tax Law and Duties Law during the investment term. However, the period of the exemption was limited to 36 months.

In addition, delivery of the goods and service performances of the project company are exempt from the value added tax during the investment period in accordance with the Value Added Tax Law No. 3065[9]. The exemption under the Value Added Tax Law comprises the projects of which the tender or authorization announcement was published before 4 April 2012 but the bids have not been submitted, and the projects of which tender announcements are published between 4 April 2012 and 31 December 2023.

6 Published in the Official Gazette No. 24721 dated 9 April 2002.

7 Published in the Official Gazette No. 11751 dated 11 July 1964.

8 Published in the Official Gazette No. 11756 dated 17 July 1964.

9 Published in the Official Gazette No. 18563 dated 2 November 1984.

Upcoming Conferences & Events

- 6 – 8 November 2014, İzmir: **2nd International Congress on Energy Security in Southeast Europe** organized by the Ministry of Energy and Natural Resources.
- 24 – 25 November 2014, Ankara: **7th International Energy Congress and Fair/ EIF 2014** organized by the Global Energy Association with the support of the Ministry of Energy and Natural Resources.
- 26 – 27 November 2014, Ankara: **3rd Annual PPP in Turkey Forum** organized by E.E.L. Events.

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