

A close-up photograph of a person's hand holding a black pen with gold accents, poised to write on a document held by a silver clipboard. The background is softly blurred, showing another person in a dark suit and a laptop screen. Two vertical red bars are positioned on the left side of the image, one at the top and one at the bottom.

BDO LEGAL
COSTA RICA



BDO LEGAL

BDO Legal provides BDO's legal services in Costa Rica. BDO Legal is a member firm of the global BDO network, with presence in 167 countries and more than 88,000 professionals in more than 1,600 offices around the world.

With more than twenty years of experience in Costa Rica and the region, our legal division advises our clients in a multidisciplinary and comprehensive manner in all areas of the law.

With high quality solutions through its specialization in the business and tax fields, we work to achieve the objectives of our clients in an efficient and cost effective manner.

PRACTICE AREAS

- ▶ Structured finance
- ▶ Corporate
- ▶ Real estate and consumer banking
- ▶ Administrative
- ▶ Environmental
- ▶ Labor
- ▶ Immigration
- ▶ Litigation and arbitration
- ▶ Intellectual property
- ▶ Collection and foreclosure





STRUCTURED FINANCE

This department has assisted some of the most relevant structured finance transactions in the country, in such areas as mergers and acquisitions, asset back securities, purchase of bank portfolios and debt and stock exchange issues, both locally and internationally.

Our law partners in this department compliment their practice with Master's Degrees in Business Administration from world-renowned universities.

In this Department, understanding a balance sheet, an income statement, discounted cash flows, the Basel guidelines and the stock markets, is as important as understanding their legal and regulatory frameworks.

SUB-SERVICES

- ▶ Mergers and acquisitions
- ▶ Assets back securities
- ▶ Reorganization
- ▶ Stock or debt issues on the stock exchange
- ▶ Private equity
- ▶ Spin-offs
- ▶ Leverage buyouts
- ▶ Project finance
- ▶ Financing of public work and concession



CORPORATE

Through comprehensive legal advice we achieve an appropriate risk management in the daily business of our corporate clients. Clients that agree with this philosophy, use our services to avoid possible contingencies in the future.

Our timely intervention in strategic alliances, in the negotiation of contracts with key suppliers and in the issuance of opinions prior to the execution of business agreements, translate into better risk management, thus eliminating costly legal proceedings in the future.

This department also manages other specialists that complement its role, coordinated with areas such as Tax, Labor, Environmental or Intellectual Property, bringing specialized lawyers to certain transactions as required by our clients.

Clients also outsource their internal legal departments to us and we permanently assign some of our lawyers to our clients' offices. These inhouse attorneys, also have the support of an entire specialized law firm and the clients also eliminate labor, tax and Social Security contingencies.



CORPORATE

SUB-SERVICES

- ▶ Day-to-day business transactions
- ▶ Preparation and contract review
- ▶ Board of Directors' and Shareholders' Meeting minutes
- ▶ Modification of corporate agreements and capital increases
- ▶ Notarization of documents, certificates, authentications and legalization of corporate and accounting books and records
- ▶ Business risk factor analysis and risk management
- ▶ Legal Opinions
- ▶ Strategic negotiations (joint ventures or other partnership agreements)
- ▶ Complex structures for business development and innovation
- ▶ Regulatory aspects before the Ministry of Economy, Industry & Trade
- ▶ Unfair competition and anti-competitive practices
- ▶ Consumer protection and defense practices
- ▶ Negotiation and drafting of franchise agreements
- ▶ Protection of personal data



REAL ESTATE AND CONSUMER BANKING

The purchasing power of the country's workforce has increased significantly over the past 30 years. This, coupled with formal access to credit in the country's banking and financial system, makes this department one of the most dynamic in the firm.

The engine of economic growth in developed countries, such as the United States, is consumption, and this department specializes in serving the consumer banking divisions of some of the largest private banks in Costa Rica.

Expocasa and Expomóvil Fairs are a true reflection of this trend, where our banking clients manage to close thousands of transactions in just a few days. Lawyers of the firm accompany our clients in these processes, and also throughout the year.

In the real estate area, our developer clients also receive legal advice in the acquisition of land for the construction of residential, commercial and mixed-use projects, office centers and industrial and free zone parks, among many others. In a second stage, the incorporation of condominium regimes and their regulation or CC&Rs, become ever more complex and strategic to maintain the value of a master planned community over time.

SUB-SERVICES

- ▶ Real estate transactions
- ▶ Consumer banking
- ▶ Mortgage and Consumer Credit
- ▶ Condominium regimes
- ▶ CC&Rs for Master Planned Communities
- ▶ Real estate and personal property leases
- ▶ Leasing
- ▶ Guarantee trusts



ADMINISTRATIVE

The Government of Costa Rica, and its autonomous entities, continue to be the largest buyers of goods and services in the country. The opportunities for doing business are many and varied, and a good legal partner is required to assist in understanding the difficult contracting process with the government.

The publication of an invitation to bid, including the terms of reference, initiates a highly specialized legal process that concludes with specific administrative acts, most of which can be appealed before the Office of the General Comptroller. This makes procurement proceedings with the State a technical and complex task, not only in terms of the financial and legal strategy of the bid, but also in terms of compliance with its formal requirements.

Knowing these proceedings in detail, as well as understanding the objectives of the public administration, are key to achieving a good result for our clients.

Our firm has distinguished itself by being that partner. From tenders for the supply of credit/debit cards and office supplies, to the construction of large public works such as roads, bridges and tunnels; from contracts known as BTOs or “Built-Operate and Transfer,” to public works under concession, such as the Caldera Highway or the Juan Santamaria International Airport, are just some examples of the opportunities that the country presents, to national or foreign investment and in which our firm has been involved.



ADMINISTRATIVE

SUB-SERVICES

- ▶ Public Bidding, Abbreviated Bidding and Direct Contracting Proceedings
- ▶ Concession of Public Work
- ▶ Purchases through the Compr@red or Merlink systems, or the Integrated System of Public Procurement (SICOP)
- ▶ Suppliers registration
- ▶ Analysis of Bidding Terms, diagnosis and recommendations
- ▶ Objection remedies
- ▶ Monitoring of cases
- ▶ Bid analysis of other participants
- ▶ Motions for Reversal and Appeal in administrative proceedings
- ▶ Contractual enforcement
- ▶ Price adjustment
- ▶ Penalization Proceedings
- ▶ Prohibitions lifting
- ▶ Administrative Proceedings in court cases



ENVIRONMENTAL

Costa Rica is recognized as one of the most environmentally friendly countries in the world. Therefore, all the economic and social development of the country is highly regulated by sophisticated environmental laws.

Appropriately managing this red tape, regardless of the type of product or service, can result in higher returns on investment for our customers, based on a reduction of time to market. It is with this vision that we approach the projects in charge of this department, where time is of the essence.

Due diligence processes regarding zoning regulations and land use, regulatory plans, Maritime Zone, Protected Areas such as rivers, aquifers, lakes, national parks or biological or forest reserves, are key in any project to determine its future profitability and a highest and best use analysis.

Obtaining environmental and construction permits for a hospitality project or a commercial, industrial or residential project, as well as public works concessions and free zone parks are just a few examples.



ENVIRONMENTAL

SUB-SERVICES

- ▶ Due-diligence, Legal – Environmental
- ▶ Advice on environmental policy and legislation
- ▶ Operating permits
- ▶ Municipal Licenses
- ▶ Zoning rules and regulations
- ▶ Water concessions
- ▶ Maritime Zone concessions
- ▶ Health orders and administrative proceedings before the Ministry of Health
- ▶ Municipal warnings and administrative proceedings before the appropriate local government
- ▶ Advice on administrative proceedings at any level or agency
- ▶ Processing and monitoring of cases before the Constitutional Court



LABOR

Human resources are one of the cornerstones of any entity, whether it is for profit or not. Since the middle of the 20th century, Costa Rica has had a complete Social Security and Pension System and a complex Labor Code, which make compliance with these regulations a strategic task for any company.

Our specialists in this area will help verify that the registration with the entities that compose the Social Security System, the timely and correct payment of social security charges, the correct contributions to the pension systems and the design of bonus or variable compensation for top executives, among others, fully comply with labor and tax laws, thus eliminating possible contingencies.

We also work with our clients on complex issues such as the preparation of internal protocols on disciplinary policies, either through internal regulations or guidelines, or through the organization of a Solidarity Association, as well as in the preparation of employment agreements.

We also provide advice on administrative labor proceedings before the various autonomous and government entities, such as the Costa Rican Social Security Administration, the National Insurance Institute and the Ministry of Labor. We also assist in litigation matters, representing companies in conciliation and arbitration proceedings or in legal proceedings before the Courts of Justice, at any stage.



LABOR

SUB-SERVICES

- ▶ Due-diligence, Legal – Labor
- ▶ Labor policies and legislation
- ▶ Registration with the Costa Rican Social Security Administration (Caja Costarricense del Seguro Social)
- ▶ Registration with the National Insurance Institute
- ▶ Compliance with Social Security rules
- ▶ Preparation of individual employment agreements
- ▶ Drafting of Internal Work Protocols
- ▶ Internal Work Regulations, drafting and registration
- ▶ Advice and attention to administrative proceedings before the Ministry of Labor and Social Security
- ▶ Advice and representation of the company in conciliations before the Ministry of Labor and Social Security.
- ▶ Representation of the company in alternative dispute resolution mechanisms at the private level.
- ▶ Conciliation and arbitration.
- ▶ Administrative proceedings
- ▶ Litigation



IMMIGRATION

Our country has become a global business hub, with its incorporation into the world economy through the signing of free trade agreements. This has been a clear and defined policy of the Government of the Republic of Costa Rica, by more than 6 administrations, during which Costa Rica has signed free trade or partnership agreements with the United States, Canada, Mexico, Chile, Colombia, Dominican Republic, the Community of Caribbean States, the European Union, Singapore, South Korea and China, to name a few. The Central American Common Market was the first example, with the signing of the Treaty of Managua in 1960, six decades ago.

Through this process Costa Rica has been a pioneer in the region receiving Foreign Direct Investment in different areas, such as the hospitality sector, high technology and medical devices, and more recently in the services industry, where large transnational companies have established in country, to provide administrative or “back-office” services worldwide, both to in-house and external clients.



IMMIGRATION

This trend, coupled with the fact that Costa Rica is worldwide recognized as one of the best countries for retirement because of its weather and security levels, has allowed Costa Rica to receive a large foreign migration. This trend includes highly qualified personnel, pensioners from the United States and Canada and investors from Latin America, seeking greater legal security for their investments.

Regardless of the reason, our Immigration Department will assist in any and all immigration proceedings.

SUB-SERVICES

- ▶ Made to measure immigration proposals
- ▶ Special Visas
- ▶ Work Permits
- ▶ Residences (Investor, Executive and others)
- ▶ Naturalizations
- ▶ Case Monitoring and follow up



LITIGATION AND ARBITRATION

A deep legal and jurisprudential expertise, complemented by a well-designed strategy and an adequate preparation of evidence and witnesses for each trial.

With increasingly complex procedural rules and procedures, our team of experts provides integrated legal advice in the handling of your trial cases and will help you navigate the complex Costa Rican court system.

Alternative dispute resolution and arbitration has also been a goal in our growth strategy, being pioneers in the attention of this type of proceedings, while shortening deadlines in the resolution of our clients' disputes.

SUB-SERVICES

- ▶ Civil and Commercial Proceedings in Court
- ▶ Bankruptcies, reorganizations and creditors' rights
- ▶ Transfers in administrative proceedings
- ▶ Alternative Dispute Resolution
- ▶ Arbitration and mediation proceedings



INTELLECTUAL PROPERTY

The most valuable asset of any company, whether a transnational corporation, a family conglomerate or a small or medium-sized enterprise, is its intellectual property.

Brands reflect their full market value, rather than their fixed assets such as real estate, manufacturing plant, or distribution fleets. The latter, after all, can be replaced, but not their brands, patents or trade names.

Our Intellectual Property department addresses the issue in a comprehensive manner, in which we cooperate with our clients to make an adequate administration, defense and protection of their intellectual property. From the registration of Patents, to the registration, defense or opposition of a trademark. From the fight against piracy to copyrights, our team can add value and protection to these valuable assets.

SUB-SERVICES

- ▶ Patent registration
- ▶ Trademarks
- ▶ Trade Names
- ▶ Copyright
- ▶ Oppositions
- ▶ Litigation
- ▶ Infringements of Intellectual Property Rights
- ▶ Unfair Competition
- ▶ Protection of Intellectual Property
- ▶ Strategy
- ▶ Internet Domains
- ▶ Social Networks
- ▶ Data Protection
- ▶ Trademark Licensing Agreements
- ▶ Protected Designations of Origin
- ▶ Brand Assessments



COLLECTION AND FORECLOSURE

We cooperate with our clients in the proper administration and collection of their delinquent accounts. With large market participants in the area of credit cards, mortgage and car and personal loans, the timely and efficient collection of the portfolio in arrears, allows our clients to concentrate on their business and not on a litigious activity by definition.

SUB-SERVICES

- ▶ Analysis of delinquent portfolio
- ▶ Definition of risk parameters
- ▶ Defining a collection strategy
- ▶ Filing of legal actions
- ▶ Securitization of delinquent portfolios

CONTACT

Carlos González
Managing Partner
cgonzalez@bdo.cr

Oficentro Ejecutivo La Sabana
Building 6, 5th Floor
San José, Costa Rica
Tel.: +506 2231 7060

Luis Javier Uribe
Legal | Head Partner
ljuribe@bdo.cr

www.bdo.cr
www.bdo.global

Ingrid Solano
Legal | Partner
isolano@bdo.cr

Ana Sáenz
Legal | Partner
asaenz@bdo.cr

Gabriela Miranda
Legal | Partner
gmiranda@bdo.cr

Claudio Murillo
Legal | Partner
cmurillo@bdo.cr

Bernardo Gómez
Legal | Partner
bgomez@bdo.cr

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