



## Renewable Energy Practice

Troutman Sanders is a global market leader in providing comprehensive legal advice to developers, utilities, independent power producers, and financial, industrial and government clients engaged in energy-related businesses in the United States and throughout the world. Our attorneys have transactional, financing and regulatory experience in the electric power, natural gas and water and industries, including the renewable and alternative energy sector.

Troutman Sanders' Renewable Energy Practice brings together experienced lawyers from various practices of the firm to provide advice and creative solutions to the needs of clients in this fast-growing segment of the energy industry. Our multidisciplinary team draws its members from practice groups with expertise in energy, project finance, tax, mergers and acquisitions, private equity, lending and structured finance, securities and capital markets, legislative affairs and intellectual property. This group also relies upon the resources of the firm's real estate, environmental, litigation and other practices as necessary. Our full service capability allows us to offer clients a fully integrated team with the optimum balance of breadth and specialization in all relevant areas.

Our track record for providing innovative development and finance solutions is rooted in our longstanding counsel—going back to the 1920s—to key participants in the electric power industry. Out of this practice Troutman Sanders became actively involved in the growth of the independent power industry in the early 1980s. Building on these early experiences, we have developed a dynamic, worldwide energy project development and finance practice, guiding some of the most influential developers, equity investors, lenders and utilities in the electric power industry. We bring this same high-caliber leadership to the renewable and alternative energy sector.

### Our Clients

Our clients span the full range of participants in the electric power industry and include utilities, commercial banks, insurance companies and other financial institutions as lenders and tax equity providers, project developers and operators, and equipment manufacturers.

### Our Services

- **Project Development.** All facets of site acquisition and control (including land easements and ground leases), land use, permitting and environmental compliance, engineering, procurement and construction contracts, power purchase agreements, interconnection and transmission agreements, equipment purchase and warranty agreements, and operation and maintenance agreements.



- **Finance and Tax Equity.** All types of debt and equity finance, including early stage capital, construction and term lending, tax equity partnerships, sale-leasebacks, turbine financing, front and back leveraging and other financing structures.
- **Energy Regulatory.** The premier energy regulatory practice in the country will guide your company and transaction through compliance with energy regulation at the federal (FERC) and state levels.
- **Capital Markets and Corporate Transactions.** Purchase and sale of energy companies and projects and asset portfolios, domestic and international joint ventures, venture capital, municipal and other tax-exempt bond financings, private placements of debt and equity, carbon trading.
- **Energy Lobbying and Government Assistance.** Advocacy assistance before Congress and the Administration, including the Department of Energy, Department of Treasury, the Office of Management and Budget, the Department of the Interior and the White House, regarding energy legislation and funding opportunities, including assistance securing DOE loan guarantees and grants.

Troutman Sanders represents clients from the early, strategic stages of investment and tax structuring to the development, construction, operation and financing of renewable and alternative energy projects worldwide. Our lawyers have experience with solar, wind, geothermal, ocean, river and hydropower projects, as well as alternative “clean coal,” ethanol, biodiesel/biogas, and biomass-related transactions, including waste-to-energy.

Our tax and corporate lawyers have helped our clients develop and implement transaction structures designed to maximize federal and state tax credits, renewable energy certificates (RECs) and other environmental attributes associated with renewable energy projects.

In addition, Troutman Sanders’ attorneys are global market leaders in the carbon trading business and the underlying markets and regulations, including the purchase, sale, and trading of emission allowances and related commodities and products.

Finally, where necessary or appropriate, Troutman Sanders advocates on behalf of clients before Congress and the Administration to support important legislation or to secure financial assistance or other support for renewable or alternative energy projects.



## Representative Experience

### Wind Power

Building on decades of experience in the energy industry, Troutman Sanders represents investors, utilities, independent power producers and developers in wind projects throughout the United States, including offshore wind. We are experienced in counseling our clients through every stage of development, including project acquisition (early through late stage) and structuring; environmental permitting and federal, state and local regulatory compliance; real estate acquisition and leasing; turbine procurement and balance of plant construction; interconnection and transmission; power and REC sales; optimization of tax credits and other tax benefits; debt and equity financing; and operation and maintenance.

Our collective wind energy experience draws its strength from a multi-disciplinary team of attorneys with expertise in mergers and acquisitions, construction and procurement, environmental and energy regulation, real estate, tax and project financing. This expertise has allowed us to be at the forefront of issues impacting the industry, including the integration of wind farms into the transmission grid and creating regulatory and statutory law for how wind projects should be developed. And because we have experience representing all segments of the industry, we are adept at finding practical solutions that advance our clients' objectives.

### Recent Utility-Scale Projects

- Represented an investor-owned utility in connection with the acquisition and development of a 100 MW wind-powered electric generating facility and the negotiation of a 30 MW power purchase agreement, including assessment of alternative ownership and investment structures.
- Represented an investor-owned utility in connection with the development and acquisition of a 50 MW wind-powered electric generating facility and 30 MW power purchase agreement.
- Represented a utility with respect to its investment in a 100 MW wind farm, including review and assessment of alternative ownership and investment structures, utility financing, and ratemaking treatment options.
- Represented a major utility in its proposed acquisition of a wind energy company with one operating project as well as nearly forty projects in various stages of development.
- Counseled a large utility company in the purchase of a wind power company for compliance with future Renewable Portfolio Standard requirements by analyzing the potential environmental and other regulatory risks associated with the purchase.



### Recent Developer Representation

- Represented a renewable development company with strategic advice on how to engage utilities in the development of wind projects, including possible new structures to be used for utility-owned renewable projects.
- Advised wind turbine developer on Federal, state and local permitting and leasing issues for Virginia offshore wind project.
- Represented an international wind power developer on Federal, state and local permitting and leasing issues for first of its kind offshore wind pilot project in Virginia state waters.
- Represented a major international wind developer in rate cases, regional forums (BPA, CAISO, MISO) and before FERC in matters relating to policy development, rate setting, and transmission and interconnection matters, including issues related to the development and integration of wind and other variable energy resources.
- Represented a major wind developer before FERC and BPA on issues related to the development and integration of wind and other variable energy resources, including generation imbalance, wind integration charges and self-supply of wind balancing services.
- Represented a major European wind project developer in its evaluation of several acquisitions of early-stage wind developers and projects in the United States, including structuring of partnership agreement, review of EPC contracts, turbine supply agreements, ground leases and power purchase agreements (PPAs.).
- Represented a wind power developer on navigating the state and local regulatory landscape of placing wind turbines on ridge tops in Virginia,
- Representing a major international wind farm developer in its evaluation of early-stage wind projects in the United States.
- Represented a wind developer in numerous leasing, project finance, and asset acquisition transactions, power purchase agreements, corporate structuring and restructuring.
- Represented a developer in connection with various wind farm projects in the US.
- Acted as counsel to wind developers seeking market-based transmission service from proposed DC transmission facility in the Western US.

### Recent Tax Equity Experience

- Represented an active investor as lender and tax equity in a wide range of wind projects.
- Completed the renegotiation of client's interest as tax partner in a "flip" wind partnership owning a wind farm in California.



- Advised Constellation Energy on tax aspects of its acquisition of the Criterion wind project, a \$140 million, 70-megawatt wind energy project located in Maryland.
- Counseled a tax equity investor in a wind power project finance transaction in West Virginia.
- Representation of a subsidiary of an electric utility on issues relating to obtaining Treasury grants in lieu of tax credits for wind facilities.
- Represented sponsor and tax equity investor in connection with its proposed acquisition of a 130 MW wind power project.

#### Other Recent Experience

- Represented a major oil company's renewable energy affiliate in the acquisition of 55 MW of wind farms in New York state.
- Represented a large wind independent power producer in rate cases, regional forums (BPA, CAISO, MISO) and at FERC in matters relating to policy development, rate setting, and transmission and interconnection contracts.
- Conducted due diligence and legal feasibility representation of bidder for 96MW wind project in Southwestern US
- Acted for issuers and underwriters in the wind energy space raising capital in the US and elsewhere.
- Advised concerning bid package for offshore wind project in New England.
- Conducted legal review of initial agreements for two wind projects in Morocco.
- Advised client concerning permitting, leasing and other legal issues for wind project in Maryland.
- Represented multiple clients in patents relating to electric power generators and convertors used on windmills.
- Provide advice and assistance regarding land use, zoning, and local government entitlements to clients interested in developing wind energy projects.
- Counseled a utility holding company in evaluation of acquisition of wind power assets.
- Represented a U.S. utility in connection with the negotiation of a renewable resource power purchase agreement for a 200 MW wind powered electric generation facility.
- Represented a U.S. utility in connection with the negotiation of a power purchase agreement for a 100 MW wind powered electric generation facility.
- Represented numerous utility buyers under wind power purchase agreements (PPAs.)



- Representing a major independent power producer in its acquisition and development of a wind project in Nevada.
- Represented a major independent energy company in the greenfield development of a 67 turbine (100 MW) wind farm in Pennsylvania.
- Counseled a power generating company in the real estate due diligence and development aspects of various wind energy projects.
- Represented an energy management services company in connection with drafting and negotiating energy management services agreements for wind-powered generating facilities in Texas.
- Represented utilities and wind developers in negotiating and drafting open access transmission tariff service agreements and large generator interconnection agreements.
- Reviewed and negotiated wind energy interconnection agreements for several investor owned utilities.
- Represented clients in rate cases and contract negotiations related to the interconnection and transmission of wind generation.
- Represented large independent wind company regarding development and interconnection of project in Montana.
- Represented utilities and wind developers in Bonneville Power Administration (BPA) rate cases, including power, transmission and terms and conditions cases.
- Acted as counsel to Green Power Express Project, a \$12 billion proposed transmission line expected to bring wind power resources from the Dakotas to Midwestern and Eastern markets (Broad network of 765 kilovolt (kV) transmission facilities that has been designed to efficiently move up to 12,000 MW of renewable energy in wind-rich areas to major Midwest load centers.)



## Solar Power

We are one of the nation's leading practices representing participants in the solar energy industry. Our valued relationships with utilities, developers and financiers allow us to understand issues and challenges facing the industry from multiple perspectives. We offer innovative solutions on the foundation of a century of service to the energy community.

Since 2007, we have served as counsel in over 200 solar project transactions in the United States, including projects located in Arizona, California, Colorado, Connecticut, Hawaii, Florida, Maryland, New Jersey, New Mexico, New York, Ohio Oregon and Pennsylvania. These transactions include both utility-scale power plants and customer-sited distributed generation systems. Our experience with project finance structures includes construction finance, partnership flips and sale-leasebacks, leveraged transactions and take-out debt.

We represent both borrowers and lessees as well as lenders and tax equity investors in a wide range of solar project loan and lease financings, both on balance sheet and project recourse transactions. The firm's collective experience brings together expertise in project finance, tax, development and construction, energy regulation, transmission, energy trading, renewable portfolio standards (RPS), environmental and real estate, all focused on the energy industry, and solar in particular.

### Recent Utility-Scale Projects

- Represented one of the nation's largest banks in the financing of a 55MW utility-scale solar facility (approximately \$250MM in value) in New Mexico. The bank provided the construction financing and will provide the long-term financing.
- Represented a public utility holding company and its renewable energy subsidiary in the acquisition of a 30MW PV solar project now operating in New Mexico. The representation included structuring a joint venture ownership with a separate renewable energy investor and drafting and negotiating the key agreements including the EPC Agreement, O&M Agreement, real estate documentation and acquisition documentation.
- Advised two major investor-owned electric utilities on alternatives for structuring ownership interests in 100+ MW solar thermal and PV solar projects located in Nevada and California, including advice on sale-leaseback and partnership structures and the availability of tax credits, grants in lieu of tax credits and other incentives.
- Represented one of the nation's largest bank-held equipment finance companies in connection with the construction finance and take-out equity finance of a 6 MW PV ground-mounted solar installation at



Princeton University. The installation is one of the largest single solar installations at a U.S. college or university, with the potential to produce 8 million kWh per year.

- Advised a major U.S. bank as construction lender and tax equity investor in a long-term sale-leaseback transaction of two ground-mounted 10 MW PV projects located in New Mexico, being built by a leading U.S. solar developer to provide power to a major Southwestern utility.
- Represented a utility with respect to its investment in a 10 MW solar plant, including review and assessment of alternative ownership and investment structures, utility finance, and ratemaking treatment options.
- Represented a New Jersey based solar developer in the development and sale to a major utility of a 3+MW PV ground-mounted facility.
- Represented a Southeast utility on the acquisition of a 1 MW solar project for the wholesale sale of power to a municipality.

### Recent Distributed Generation Projects

Troutman Sanders has acted as counsel to some of the nation's largest banks in the creation, negotiation and documentation of several solar PV funding programs providing debt and tax equity financing for rooftop and ground-mounted distributed generation systems.

- **SunEdison programs:** Through these programs, the tax equity investor invests in solar PV systems developed by SunEdison, a pioneer of the solar power purchase agreement (PPA) model and a subsidiary of MEMC, a global leader in the manufacture and sale of wafers to the semiconductor and solar industries. The financing structure Troutman Sanders helped to develop for this program in 2007 has been used successfully for over three years, pooling multiple solar systems into a single investment fund to simplify the development process and mobilize capital efficiently. Systems are subject to long-term PPAs with commercial (e.g., Kohl's, Walgreens, Macy's, Fed Ex, Staples) and municipal (schools, utility districts, etc.) customers. To date, Troutman Sanders has assisted a tax equity investor in over \$200 million of solar systems developed and operated by SunEdison throughout the United States. Select investments included a 1.2 MW system on a Staples distribution center in La Mirada, CA, a 1.0 MW system for the City of Boulder's wastewater treatment plant, a distributed generation system for Lakeland Electric, a public utility in central Florida, and systems covering most of the Montgomery County Public School district in Maryland.
- **SunPower program:** Launched in June 2009, this solar financing program was established to fund commercial scale solar systems developed by SunPower, one of the world's most advanced module manufacturers and solar project developers. Troutman Sanders assisted the equity investor in this program in which SunPower designs, builds, operates and maintains the customer-sited solar systems and sells power to its customers through long-term PPAs. Among the projects recently funded are a 1.8 MW project



for New Jersey-based nonprofit Educational Testing Services and a 1.0 MW project for a Macy's distribution center in the City of Industry, California.

- **BP Solar programs:** These programs have enabled some of the U.S.'s largest companies to install solar systems in order to reduce their electricity costs and environmental footprint. Troutman Sanders represented multiple investors in these programs, including helping to finance one of the largest rooftop solar PV projects in the United States on a site in New Jersey, as well as seven systems on major retail stores throughout Southern California.
- **Other large developer programs:** Launched in 2009/2010, these other programs will provide both debt and equity finance to various developers for over \$200M of rooftop and ground-mounted distributed generation systems. Systems are subject to long-term PPAs with commercial and municipal customers.

### The States

Troutman Sanders understands the unique issues associated with solar development and finance in each state, including RPS, state incentives and the regulatory environment. In addition to dozens of projects in Arizona, Hawaii, Florida, North Carolina, New Mexico and Pennsylvania, Troutman Sanders has closed these state-specific projects:

- **California:** Represented participants in over 70 projects in California, including a large ground-mounted system for the University of California at Merced, rooftop systems for the Fairfield School District, and projects located on properties owned by BART.
- **Colorado:** Represented participants in several projects, including a large facility at the National Renewable Energy Laboratory in Golden.
- **Connecticut:** Represented participants in several projects, including both commercial and municipal installations.
- **Maryland:** Represented participants in over a dozen projects including a 1+ MW Staples distribution facility installation in Hagerstown.
- **New Jersey:** Represented participants in over 60 solar projects in New Jersey, including one of the largest rooftop PV projects in the country, a utility scale project to be built on a Superfund site and 6+MW project at Princeton University.
- **Oregon:** Represented participants in over 20 solar projects in Oregon, including over a dozen Walgreens retail stores, and for the municipality of Multnomah, Oregon.



### **Other Recent Solar Experience**

- Represented a renewable development company with strategic advice on how to engage utilities in the development of solar projects, including possible new structures to be used for utility-owned renewable projects.
- Represented a top-tier solar developer in the development and sale of a 3MW ARRA-funded solar facility located on a superfund site in New Jersey.
- Advise Key bank in developing and documenting new solar PV master lease programs providing tax equity financing for over \$100M of rooftop and ground-mounted distributed generation systems. Systems are subject to long-term PPAs with commercial and municipal hosts. Our lessee counterparties are Tioga Energy and Conergy.
- Advised a major U.S. bank in the structuring, negotiation and documentation of a \$200 million solar PV funding program providing tax equity financing for rooftop and ground-mounted distributed generation systems.
- Counsel to major banks as tax equity investors in \$200 million of solar PV sale-leaseback projects backed by power purchase agreements with major U.S. commercial retailers and municipalities, in California, Colorado, Connecticut, Hawaii, Maryland, North Carolina, New Jersey and Oregon.
- Represented a bank-held equipment finance company in the structuring, negotiation and documentation of a \$75 million solar PV funding program providing tax equity financing for distributed generation systems throughout the United States.
- Advised a major U.S. bank as construction lender of a 1 MW PV roof-mounted project located in Hawaii, being built by a leading U.S. solar developer to provide power to Time Warner Cable.
- Represented foreign solar PV developer in connection with the development of a 3 MW net meter PV facility in Pennsylvania, including drafting and negotiating the solar power purchase agreement, interconnection agreement and ground lease.
- Counsel to a private equity firm in connection with a joint venture with a leading global investment management firm to develop, construct and manage solar projects in Massachusetts.
- Represented New York based distributed generation solar developer in the development of leasing program and PPA sale program.
- Represent the New York Power Authority in its 100 MW solar initiative, which will develop scores of projects throughout the State of New York.



- Represented a non-U.S. solar PV developer in the development of a 3 MW net metered PV facility in Pennsylvania, including drafting and negotiating the solar power purchase agreement, interconnection agreement and ground lease.
- Represented a developer in several PV projects, including a 4+ MW PV warehouse rooftop project in New Jersey, expected to be the largest rooftop PV solar project in the U.S.
- Represented a venture fund, as lender, in a secured term loan facility to a solar power installation company in New York and New Jersey.
- Represented a major U.S. bank as the take-out project debt in multiple solar facilities, including on the New York Jets NFL training facility.
- Counsel to a U.S. concentrated solar power developer in its program for commercialization of process steam solar plants.
- Counsel to a Spanish solar power developer in its development of commercial PV projects in Pennsylvania.
- Represented numerous utilities as solar power purchasers under long-term PPAs.
- Advised major solar PV DG developer in a series of projects, mainly design-build-transfer, including installation and O&M agreements and financing and joint development arrangements and daily, on-going advice on qualification for Treasury grant money, for rooftop and ground mount projects in New Jersey, Pennsylvania, Oregon and Ontario, Canada.
- Counsel for development companies on solar energy projects. Representations have included negotiation of energy sales agreements, operating, co-development and consulting agreements, and ancillary documentation.
- Represent clients in retail and wholesale power regulatory matters with respect to solar projects and regulatory risk assessments, including a regulated electric utility in Georgia and a regulated electric utility in New Mexico.
- Advised parties considering undertaking or financing solar projects with respect to regulatory risks in a number of markets, including Arizona and California and regional transmission organization markets.
- Drafted and lobbied the legislation in Virginia to develop the Permit By Rule program in the state and participated on the regulatory advisory panel that drafted the regulations for solar projects producing 100 MW or less.



- Advised clients in obtaining the benefits of various tax incentives related to alternative energy generating facilities, such as solar facilities, including investment tax credits, Treasury grants in lieu of tax credits and accelerated depreciation.
- Represented clients in the environmental analysis of utility scale solar projects including analysis of endangered species and potential remediation issues, land use and other issues and permitting siting requirements (including NEPA).

Troutman Sanders has represented clients in the real estate aspects of ground-based and rooftop solar projects being developed by the owners and tenants of real property, as well as the financing of such projects. Examples include:

- Advised clients in the structuring of real estate interests and rights among the real estate owners, project developers and project lenders, and the related collateral grants to the project lenders for solar projects.
- Advised clients with fee estates and ground leases for entire parcels, and subleases, easements and right-of-way for "project envelopes," utility and physical access from public rights of way and, for rooftop projects, within buildings (including shafts and electrical conduits).
- Advised clients with collateral structures securing project lenders include fee and leasehold mortgages, collateral assignments of leases, access rights, options for real estate lease assignments at the end of an equipment lease term, and the various means of recording those agreements in the real estate records.
- Work closely with the equipment leasing, environmental and tax attorneys within Troutman Sanders to help resolve issues by means of real estate ownership or collateral structures.



## Biomass and Alternative Fuels

- Represented biomass developer in negotiation of EPC agreement, turbine procurement, tax structured project and equipment finance, fuels procurement agreements, wheeling and interconnection agreements, transmission line siting and equipment finance.
- Represented investor owned utility in the sale of synfuel facilities, including corporate structuring for Section 29 credits.
- Counsel to developer in connection with negotiation of REC sales agreements and effect on compliance with RGGI.
- Counsel to tax equity investor in connection with a biomass project finance transaction.
- Counsel to developer in connection with development of cellulosic ethanol plant.
- Representing a private equity firm in connection with the acquisition of three approximately 20 MW biomass electric generation facilities in South Carolina and the subsequent \$200 MM+ project financing of these projects.
- Represented industrial company in connection with the sale of a biomass plant in the Dominican Republic and associated power purchase agreement.
- Counsel to renewable energy developer in negotiating and drafting of biomass-fueled turbine procurement agreement.
- Represented international renewable energy company in connection with the acquisition of a U.S. biodiesel equipment manufacturer.
- Represented First United Ethanol in the construction of a 100-million gallon ethanol plant in Southwest Georgia, including assistance with environmental, construction, tax, transportation and lobbying/public relations issues surrounding the plant.
- Counsel to municipal utility company in evaluating and negotiating a power purchase agreement related to a biomass-fueled power plant.
- Represented an Australian investment bank as co-developer and lender in the purchase and development of ethanol producing facilities in Pennsylvania and Louisiana.
- Represented international renewable energy company in connection with the acquisition of a U.S. biodiesel equipment manufacturer.



- Representation of U.S. biofuel company in US\$10 million secured financing to facilitate acquisition of biodiesel feed stock and working capital needs, including drafting and negotiating debt, security and sponsor support agreements.
- Representation of Future Energy Resources Corp. (FERCo) in its development and financing of a patented gasification process that converts biomass forms into a fuel gas that can be used in a variety of energy conversion devices, including gas turbines and internal combustion engines.
- Counsel to biomass gasification company in the acquisition of assets and entering into of energy sales agreements, a lease agreement and ancillary arrangements for the production of steam from biomass for industrial purposes.
- Representation of an energy company in the greenfield development of a 30 MW eucalyptus-fueled power generation facility in Hawaii.
- Representation of a developer of clean combustion technologies for biosolids in its offering and sale of \$42 million of preferred stock to a group of U.S. and international investment funds.
- Represented Georgia Power in its Integrated Resource Plan and certification proceedings before the Georgia Public Service Commission. This included the successful certification of the conversion of a coal-fired power plant (Plant Mitchell) to be fueled by woody biomass. With the conversion, Plant Mitchell became one of the largest biomass plants in the country. In the 2007 Integrated Resource Plan, successfully argued for certification of a new energy efficiency program and for authority to add 3-30MW renewable resources outside of the certification process.
- Executed a 50MW biomass contract with Rollcast Energy pursuant to the PURPA requirements.
- Representation of a biomass gasification power project developer in Vietnam, including power purchase agreement negotiation with Electricity of Vietnam (EVN) and related export-credit agency financing matters.
- Representation of Biomass Investment Group, Inc. in the development and financing of a 120 MW biomass energy transport gasification station and related power purchase agreement in Central Florida.
- Representation of Biomass Investment Group, Inc. in the development of an advanced biomass energy transport gasification power station in Pernambuco State, Brazil.
- Representation of a major Japanese bank in the refinancing and restructuring of a waste-to-energy facility in New Jersey along with extensive state and federal court litigation and administrative proceedings.
- Representation of Max-En Capital in a portfolio investment in coal gasification technology in China and the United States.
- Representation of Southwestern United States utility in connection with the development of and power purchase agreement for a biomass electric power station.



- Representation of a U.S.-based advanced technology waste-to-energy developer in the development of projects in Italy and Japan.
- Representation of Unicredito, as agent, in a letter of credit financing for the U.S. renewable energy project development affiliate of ENEL.
- Representation of alternative energy owner/developer regarding corporate and regulatory issues associated with biogas qualifying facility located in Philadelphia, Pennsylvania.
- Counsel to a client relating to opportunities for generation from waste heat and waste gas.
- Representation of a truck manufacturer in the conversion of methane from a landfill to liquefied natural gas for use in trucks.
- Representation of U.S. industrial company on implications of U.S. customs laws on plans to build a biofuels facility abroad and import items to the United States.

## Geothermal

- Representing a finance/development company in connection with the acquisition of the debt and equity of an offshore holding company that owns development rights to several geothermal resources in the Caribbean, Central America and South America, including a 10 MW geothermal facility in the island country of Nevis.
- Represented investor in connection with the acquisition of a majority interest in a geothermal facility under development in Indonesia.
- Represented Northwest geothermal developer in leasing and private placement transactions for the development of 20 MW facility.
- Representation of the developer in development efforts for a geothermal power project and a mine-mouth coal project in Indonesia.
- Representation of California-based developer in the proposed acquisition of portions of the Calpine portfolio of geothermal assets.
- Represented investor in connection with the acquisition of the debt and equity associated with a 10 MW geothermal facility located in Nevada.

## Ocean and River

- Counsel to an independent power company in various acquisition, development and financing transactions for natural gas, hydroelectric and coal-fired projects in the U.S. and abroad.
- Counsel to the U.S. equity investor in a sale-leaseback of seven hydroelectric generating facilities located in Austria.



- Represented investor owned utility in the sale of small hydroelectric generation facilities.
- Representation of UEK Corporation, an industry leader in the development of ocean and river current turbine technology, with respect to intellectual property, Federal Energy Regulatory Commission (FERC) hydropower licensing, business plan development, project finance and development, and the certification and sale of renewable energy and carbon reduction credits.
- Representation of an independent power producer in its bid to acquire the stock of a Dutch holding company which owned (through Spanish subsidiaries) a group of micro-hydroelectric facilities in Spain.
- Representation of an independent power producer in its acquisition of a majority interest in the 1,000 MW Alicurá Hydroelectric Plant, which was privatized by the government of Argentina, including negotiation of interim, non-recourse acquisition debt. Subsequently, represented the project sponsor in the sale of its interest in the project.
- Representation of Tenaga Nasional Berhad in the negotiation of a power purchase agreement for 2400 MW Bakun hydro power plant in Malaysia.
- Representation of Alliance Energy regarding the purchase of hydropower assets in New York from Mirant Corporation.
- Representation of an energy company in developing a new hydrogenation facility in Nigeria.

## Green Highways

- Represent Green Power Express, a subsidiary of ITC Holdings, regarding the development of a \$12 billion AC network to interconnect wind generation in North Dakota, South Dakota and Iowa.
- Counsel to the "Anchor Shipper" for the Chinook Transmission Project, a 1,000 mile, 500 kV, direct-current merchant transmission line that will carry wind power from the Pacific Northwest to load centers in the West and Southwest. The Chinook Project is the first to obtain FERC approval of the "anchor shipper" business model for merchant transmission facilities with negotiated rate authority.

## Smart Grid

- Assisted clients in securing funding for smart grid technologies under the American Recovery and Reinvestment Act ("ARRA"), including assisting four clients in the preparation of their respective Smart Grid Investment Grant applications and one client in their Smart Grid Demonstration application.
- Assisted three clients that received SGIG awards in the negotiation of their respective Assistance Agreements with DOE, as well as worked with these clients with regard to various reporting issues and other compliance matters. Currently counseling a client who is providing in-kind assistance to a recipient of smart grid funding.



- Counsel to a client with regard to the proposed Federal Renewable Electricity Standard, which includes a provision for energy efficiency measures.
- Counsel to a client regarding the development of smart grid interoperability and cyber security standards.

### **Energy Regulatory, M&A and Carbon Trading**

- Representing a private equity firm in connection with new proposed federal legislation that would establish a new not for profit entity with DOE oversight that would be responsible for conducting semi-annual reverse auctions throughout the US to purchase renewable energy and RECs and to sell the energy back into the wholesale markets and the RECs to utilities. In addition to drafting legislation, we have coordinated the outreach to interested associations and parties and political organizations.
- Representation of an affiliate of Electricité de France in the acquisition of an international renewable energy company.
- Representation of several clients regarding proposed federal renewable portfolio standards and similar legislation.
- Advised Georgia Power on its Green Energy program since its inception. The Company has expanded its program into innovative areas such as large volume green energy sales and special event purchases. Represented the utility in its efforts to pursue accreditation from a national accreditation organization. Representation also includes advice concerning the regulatory requirements for the marketing of Demand Side Management (“DSM”) programs and Green Energy. Provide further assistance in the areas of program design and negotiations with vendors and contractors.
- Representation of Trigen Corporation regarding regulatory issues in the development and deployment of CHP technology, including drafting standard interconnection protocols applicable to alternative energy sellers.
- Representation of NEV Technologies on regulatory issues associated with the deployment of distributed generation assets in California.
- Representation of the European Federation of Energy Traders (EFET) in the development of the documentation for the trading of greenhouse gas emissions under the EFET master agreements for electricity and natural gas as well as coordinating the legal opinions on the enforceability of close-out netting and other key aspects of EFET’s standardized trading documentation.
- Representation of private equity firm as “Kyoto counsel” regarding its investment in, and purchase of carbon reduction credits associated with, a Russian natural gas pipeline efficiency and methane capture upgrade project.
- Representation of various utilities and other industry participants on greenhouse gas regulatory, litigation and legislative matters, including testimony before Congress on climate change issues.