


MY BENESCH MY TEAM

ENERGY

PRACTICE GROUP





As rising demand for energy has coincided with decreasing resources, increasing prices and environmental concerns over carbon-based emissions, energy-related businesses today face challenging legal, business and regulatory issues as well as exciting new opportunities. How well your business responds to the realities of these interesting times may be the key to its success and competitive advantage.

The attorneys in Benesch's Energy Practice Group provide knowledgeable legal counsel to clients in all facets of the energy sector in the Midwest and nationally. From initial capitalization or acquisition through licensing, construction and operation of energy-generating facilities, Benesch attorneys offer a comprehensive perspective to help our clients make the most of the current business and regulatory environment.

The Energy Practice Group consists of an integrated, cross-functional team of attorneys experienced in handling energy-related and environmental matters before various federal and state courts and administrative agencies. Each attorney also brings individual expertise in one or more legal specialties, including corporate law, public and private finance, public utility and regulatory law, environmental law, real estate law, public law, intellectual property and construction law.

Representative clients include energy generation facilities, power marketers, energy equipment manufacturers, alternative energy suppliers, industrial companies, public agencies and private equity firms, and development firms.

MY BENESCH MY TEAM

Areas of Service

Regulatory

State and federal agencies have established requirements for renewable energy portfolios and are focusing on future carbon-based emissions. In addition, states have renewed attention on regulation of the public utility sector, such as the state of Ohio's recent re-regulation of the electric utility industry. As such policies continue to unfold, our Energy Practice Group is able to provide regulatory compliance assistance and strategic advice. We assist clients in related matters including integrated resource planning, siting requirements, environmental permits and licensing, facility construction, tariff issues and interconnection and supply agreements.

Environmental

The attorneys in our Energy Practice Group are well-versed in handling both routine and atypical environmental matters involving permitting and licensing and general compliance, as well as assisting industrial and commercial companies in resolving environmental issues. Our compliance counseling is backed by a thorough knowledge of existing environmental laws, regulations in the pipeline and marketplace responses to perceived environmental problems, particularly those not yet regulated. Oftentimes, the ability to devise creative solutions is essential to resolving complex environmental issues.

Real Estate

Overcoming the ever-increasing complexity of real estate transactions and the growing number of regulatory requirements requires a sophisticated level of understanding and hands-on experience. Our Energy Practice Group attorneys represent developers and other parties, including buyers, sellers and contractors, in connection with the development and finance of energy infrastructure projects. We have significant experience in oil and gas leasing, wind farm leasing, tax considerations, and zoning and local government approvals.

Public Finance

As nationally recognized "red book" bond counsel, our public finance attorneys meet our public and private sector clients' capital needs through creative public finance strategies. Given the increased tax and securities regulatory scrutiny of tax-exempt financings, it is imperative for participants in the tax-exempt bond market to have experienced counsel representing their interests in planning and executing tax-exempt transactions. Our attorneys serve in this capacity by providing counsel across a full range of critical issues, anticipating obstacles and finding solutions. We are also aware that strategic decision-making skills and community support are necessary for a project to succeed.

Our public finance attorneys serve as bond counsel, underwriter's counsel, issuer's counsel, borrower's counsel, credit enhancer's counsel and derivatives counsel for both private and public sector clients. In addition, we assist clients in debt structurings with fixed and variable rate securities, conduit financings, public offerings and private placements. We are knowledgeable about various economic development programs, including tax increment financings (TIFs), new community authorities, joint economic development districts and zones (JEDDs and JEDZs), community reinvestment areas (CRAs), enterprise zones and a variety of other incentive programs. We are able to provide energy-related clients with counsel on matters related to Ohio ethics laws, annexation, intergovernmental agreements, state and federal loans and grants, and constitutional and public law issues.

Strategic and Financial Acquisitions

The firm is experienced in representing both strategic and private equity investors in the renewable, solid waste and alternative energy industry. With this background, Benesch is able to represent business entities in their financing activities, both public and private, as well as merger and acquisition transactions and other legal needs in this dynamic industry. In

In addition to our strong Ohio presence, a substantial amount of our business is outside of Ohio, mainly concentrated in the Midwest and on the East Coast.

Legislative and Public Law

Attorneys in the firm's Energy Practice Group are experienced in handling legislative matters affecting all aspects of the energy industry. Our hands-on involvement in working with federal and state legislators on drafting legislation and submitting comments positions us to identify emerging issues as they develop, rather than reacting to changes after they have been implemented. The Energy Practice Group works closely with clients at the time new legislation or regulations are being discussed or proposed, and has the experience necessary to assess how courts will treat environmental problems.

Construction

As more and more energy facilities are constructed, it has become imperative to understand and mitigate the potential problems that could arise over the lifetime of a project. Attorneys in our Energy Practice Group work with contractors, engineers and suppliers on the design and construction of energy facilities. We are also experienced in drafting and negotiating procurement, engineering and construction agreements and operations and maintenance agreements, as well as litigating and arbitrating construction disputes and filing and dealing with bonding and insurance requirements.

Intellectual Property

Intellectual property is among the most valuable assets of any energy-related company. When intellectual property is jeopardized, serious setbacks such as financial difficulties and loss of the company's integrity are possible. Benesch's Energy Practice Group attorneys are skilled in protecting emerging environmental and energy-related technologies and providing proactive legal counsel. Among the matters the group handles are patents filings for complex technologies, trademark registrations and regulatory compliance matters.

Litigation

In a rapidly evolving industry, conflicts surrounding energy matters are inevitable. Our Energy Practice Group exercises preventive counsel to help clients avoid litigation, but is well-equipped to handle litigation matters when necessary. We are experienced in litigating matters for energy equipment manufacturers, coal companies and utility companies, among others, and offer a dedicated products liability team with experience in consultation, prevention and defense of claims. In addition, attorneys in our Energy Practice Group provide effective counsel in disputes involving contracts and other agreements, facilities design and construction, service agreements, insurance coverage, labor and employment matters, environmental matters and safety and health concerns.

Offices and Agencies

We have experience working with the following public agencies to address matters within their jurisdictions:

- U.S. Army Corp of Engineers
- U.S. EPA
- State EPAs
- State Public Utilities Commissions
- State Departments of Natural Resources
- State Power Siting Boards
- State Departments of Agriculture
- State Departments of Commerce (State Fire Marshal, Bureau of Underground Storage Tank Regulations)
- State Departments of Health
- Air Quality Development Authority of Ohio
- Ohio Department of Development
- Local County Boards of Health

Representative Matters

The members of the Energy Practice Group have handled a broad range of matters for our clients, including the following:

- Represented a major operator of electric power generating facilities in North America in its acquisition of three coal-fired generation plants in Ohio and Pennsylvania, including Ohio Power Siting Board approvals, PUCO approvals, eminent domain and zoning, real estate acquisitions and license and permit transfers.
- Represented a large holding company engaged in energy marketing before the Ohio General Assembly and various state agencies in connection with various state regulatory initiatives.
- Represented an international hydroelectric company before the Ohio Power Siting Board and PUCO, leading to grant of a certificate of environmental capability and public need for a \$1 billion proposed pumped storage hydroelectric project.
- Represented multiple clients in environmental matters including siting, emission limitations, licenses and permits before the Ohio EPA and U.S. EPA, the Environmental Review Appeals Commission and state and federal courts, including the Ohio Supreme Court.
- Represented a large private equity firm in the acquisition of solid waste facilities in Ohio with transportation facilities on the East Coast.
- Represented a private equity firm in the state approval of the transfer of control of a hazardous waste facility in Ohio.
- Represented large manufacturing and industrial clients in negotiating long-term power supply contracts and interconnection agreements with electric utilities in Ohio and across the nation.
- Represented a major American financial services company in obtaining Ohio Power Siting Board approval of a transmission service line and in conveyance of line and related facilities.
- Represented public and private water and sewer providers in all aspects of regulation, including enforcement actions brought by U.S. EPA, state EPAs and state attorneys general in solid waste, hazardous waste, groundwater discharge and air emissions cases.
- Represented public and private clients in environmental permit requirements with federal, state and local agencies, including industrial wastewater pretreatment permits, Title V, RCRA Part B permits, § 404/401 dredge and fill permits, CERCLA actions, state water quality certification projections and Section 208 planning requirements.
- Represented both underwriters and issuers in preparing disclosure sections related to environmental issues and risk factors to be included in offering circulars and registration statements.
- Represented private clients in evaluating Clean Air Act Amendments and implementation of state-mandated emission source compliance.
- Represented national real estate developers in various environmental matters, including storm water management and erosion control.
- Represented private business in bond financing for renewable energy projects.
- Represented developer of geothermal development projects in financing and regulatory certification proceeding.
- Represented a Louisiana rural electric cooperative in negotiations of an amended electric power supply agreement with a major electric utility.
- Represented a bank as lender's counsel in a significant bond financing for a rural electric cooperative in Ohio.
- Represented a variety of commercial real estate developers in the acquisition of oil and gas leasing rights.
- Represented a large municipal solid waste landfill in negotiations of a landfill gas-to-energy agreement and in negotiations of oil and gas leasing rights.
- Represented competitive retail electric providers in licensing matters before state utility commissions.
- Represented Ohio counties and townships in transportation and infrastructure issues in wind turbine projects subject to certification proceedings before the Ohio Power Siting Board. Assisted counties and townships in negotiations of road use agreements and in preparation of local transportation permit rules.
- Represented governmental entities in the negotiation of competitive electric supplier contracts for municipalities, universities, school districts and other political subdivisions.
- Represented a national company in the negotiation of a facilities lease for a solar PV system in California.



Cleveland | Columbus | Indianapolis | Philadelphia | Shanghai | White Plains | Wilmington | www.beneschlaw.com

Benesch Friedlander Coplan & Aronoff LLP

 Printed on recycled paper.