

Attorneys

Joseph Dornfried

Mark J. Malaspina

Pamela K. Elkow

Joseph L. Kinsella

Maureen Danehy Cox

Richard L. Street

Marianne Barbino Dubuque

Anthony M. Fitzgerald

Brian T. Henebry

David S. Hardy

M. Anne Peters

A Power Surge

The energy industry is in the midst of change as policy-makers, businesses, and technology companies tackle global energy demand, energy security and climate change issues. To thrive in this sector, you must successfully navigate myriad transactional, regulatory and legislative hurdles.

Powered by Carmody

Carmody's Energy & Infrastructure Group offers legal capabilities across the full spectrum of energy industry sectors from traditional power generation to green projects to climate change. We are recognized for our work in energy project development and finance, public private partnerships, divestitures and privatization, and energy regulation and litigation. Tapping a wealth of experience representing regulated entities, developers, owners and customers, we provide you with well-balanced commercial and legal advice.

Fueling the Industry Forward

With more than a century of experience in energy and utility transactions and extensive experience in private power, we have been involved in sophisticated projects such as:

- The divestiture of The Connecticut Light and Power Company's generating assets
- Great Britain's first independent electric generation facility
- The first commercial-size wind power plant in Central America
- The financings for nearly all major cogeneration facilities in Connecticut
- The sale and/or restructuring of purchase contracts with private power producers
- The divestiture/acquisition of utility generation, transmission and distribution facilities.

Our vast experience also includes helping to develop the models for private power transactions. We have drafted legislation for security arrangements and negotiated some of the first inter-creditor structures for securing electricity purchase agreement obligations.

Construction

Carmody represents owners, general contractors, and subcontractors in numerous energy-related construction projects. Our experience includes all traditional forms of fulfillment arrangements (e.g., engineering, procurement, and/or construction), AIA and customized documentation, and transactions related to construction (e.g., project and program management, financing facilities, and ownership structures).



Litigation

Carmody's Energy & Infrastructure Group represents utilities and energy companies in connection with the full range of litigation challenges that confront them, including commercial litigation and regulatory and enforcement proceedings. Our team has tried numerous cases in state and federal court on behalf of electric and gas utilities and electric generators on such matters as:

- Antitrust Litigation
- Construction and Project Disputes
- Contract Disputes
- Environmental Litigation
- Insurance Coverage
- Intellectual Property
- Joint Venture Disputes
- Labor and Employment
- Mass tort and Products Liability Actions
- Operator Claims and Liabilities

Real Estate

Carmody has a long history of representing the energy industry in all phases of project development including general real estate matters, site selection, construction, land use, environmental assessment, permitting and licensing.

This has included extensive work on right of way acquisition for major electric and gas transmission projects, property purchases and leasing, the defense of property rights, condemnations, divestitures, mortgage indentures, encroachments, and issues related to utility easements. The firm's public utility work has led to strong knowledge base in utility acquisition, including eminent domain proceedings and conservation easements and similar protective set-asides.

Divestitures & Privatization

Carmody has represented both sellers and purchasers in many public and private divestitures, including the leveraging of public and quasi-public (e.g., utility) assets through privatizations. While the structure and methodology varies with the type of client, our interdisciplinary approach allows us to staff these complex transactions with lead attorneys who have experience in the underlying transaction and knowledge about each aspect of the transaction, from due diligence to operating contracts to financing.

Our experience includes:

- **Electricity Distribution.** Coordinated and prepared the submission of a bid in the privatization of a distribution company in Australia, an approximately \$1 billion transaction. Participated in the analysis of legal



and economic issues, organized the local due diligence, and drafted the bid document and related equity participations

- **Electric Generation Auctions.** Participated in auctions of generating assets and supply/entitlement contracts on behalf of electric utility clients. Served in various roles as counsel to electric utilities in their divestiture of generating assets and supply contracts with non-utility generators
- **Electric Systems.** Represented the owners in various sales of operating electric distribution and transmission assets, including the structuring of transactions to minimize potentially negative tax impacts
- **IPP Projects.** Served as counsel in the divestiture of independent power developer. In that capacity, we performed the usual and customary functions of legal counsel, such as the identification and resolution of structural issues and the preparation and negotiation of the purchase and sale agreements. We also actively managed the auction process, including the preparation of the request for indicative bids and the offering memorandum, the assembly and management of multiple data rooms, and the consummation of six separate sales (including the dismantling and exportation of a gas-fired generation plant)
- **Retail Company.** Managed the sale of a regional retail electric and gas supplier that included preparation of the fatal flaw analysis for Board consideration, assembly and management of a sale team, implementation of tools for schedule adherence, and marketing and selling the business as a going concern.
- **Water Systems.** Represented the state in the divestiture of a state-owned water system, resulting in a conveyance to a municipality. We also have represented a private company in its endeavors to acquire water system assets through privatization of public water systems.

Administrative Law

Carmody's Energy & Infrastructure Group represents utilities and energy companies in regulatory proceedings, including contested mergers, state utility commission and attorney general investigations and enforcement proceedings, as well as numerous regulatory approval and rulemaking proceedings.

We have a long history before the Connecticut Siting Council, and its predecessor agency, the Connecticut Power Facilities Evaluation Council. Since 1972, we have been involved in the siting of many of the major electric and gas infrastructure projects built in Connecticut. We also provide representation before other regulatory agencies such as the Connecticut Public Utilities Regulatory Authority (and its predecessor, the Connecticut Department of Public Utility Control), the Connecticut Department of Energy and Environmental Protection and the Connecticut Department of Public Health.

Because of our extensive experience, Carmody attorneys are able to provide our clients with the guidance needed in making key decisions early in the stages of project development. We work as a team with our clients to secure required regulatory approvals in a timely, cost effective manner.

Representative matters include:



- **Electric Transmission Siting.** Secured permits for electric transmission projects from the Connecticut Siting Council for the construction of a 345-kV loop serving Southwest Connecticut and the replacement of a 115-kV cable system between Connecticut and Long Island, including the defense of litigation challenging the regulatory approvals and representation before the Independent System Operator for New England in connection with cost allocation proceedings. We are currently working on the permitting of an electric transmission project that will include construction of new facilities in Connecticut, Massachusetts and Rhode Island.
- **Natural Gas Construction.** Served as Connecticut counsel to a joint venture that is seeking to construct an interstate natural gas pipeline that will extend from central Connecticut and across Long Island Sound to New York.
- **Natural Gas Siting.** Representation of several major gas transmission companies operating in the state in obtaining siting approval to construct their main lines and subsequent major additions to their facilities, as well as representation in environmental rule-making and enforcement proceedings.
- **DPUC (PURA).** Obtained the approval required from the Connecticut Department of Public Utility Control for the sale of real property of one of our utility clients that was an integral element of a complex litigation settlement.