

## Attorneys

Mark J. Malaspina

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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.