



# Energy and Clean Technologies Group

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Seyfarth Shaw LLP's Energy and Clean Technologies Group is a cross-disciplinary team of attorneys with a coast-to-coast national presence and both industry experience and legal expertise to efficiently and effectively handle a wide range of matters and transactions involving energy and clean technologies.

Our attorneys have extensive experience in finance, mergers, acquisitions and dispositions, infrastructure and project development, green construction and green real estate, energy tax structuring and strategic planning, environmental, OSHA and green marketing compliance, climate change and carbon markets counseling, technology commercialization, intellectual property protection, government funding and contracting and litigation.

We represent energy and clean technology clients across the energy spectrum, including:

- Traditional oil, gas, coal and mining exploration and production companies
- Wind and solar power generation developers, power purchasers and distribution companies
- Biofuels, biodiesel and biomass producers and transporters
- Pipelines and other midstream assets
- Hydroelectric, and geothermal plants
- Refineries, recyclers, waste-to-energy and wastewater treatment facilities
- Utilities and co-generation facilities
- Energy equipment manufacturers and supply companies
- Energy services companies
- Next generation clean and efficiency technology companies
- Green real estate companies and projects

We also represent and have deep contacts with the private equity firms, financial institutions, real estate funds, sponsors, advisors, investment bankers, hedge funds, lenders and venture capital groups that seek to advise, invest in and/or acquire such companies.

## Areas of Expertise

### Finance

A key component of any energy and cleantech practice is a strong finance team. One of Seyfarth's core competencies is in the area of finance of all types, from the straightforward corporate "balance sheet" and asset-based or project-based financings to more complex financing structures such as multi-tiered "capital stacks" involving public and private funding, incentive-based financings, multi-round and multi-rights venture capital financings, commercial energy loans, senior and subordinated structured financings, reserve-based and production payment financings, convertible bridge financings, sale leaseback financings, and municipal or energy conservation bond financing.

We have also represented clients in connection with company or project vehicle equity and debt issuances of both public and private securities, including initial public offerings, PIPEs and following-on or secondary offerings, shelf registrations and reverse mergers into public shells, on both U.S. and foreign exchanges.

### Mergers Acquisitions and Dispositions

Our Mergers and Acquisitions team is exceptionally qualified to represent clients in transactions involving energy and cleantech assets. Our experience includes the acquisition and disposition of oil, gas and mining properties; coal and gas fired plants; fuel source acquisitions; wind, solar and hydroelectric projects at all development stages; ethanol production facilities; and pipeline and midstream assets. We perform the appropriate due diligence, prepare the necessary documentation, advise on the regulatory hurdles, engage the right experts and advisors, and provide clients with a clear understanding, timeline and cost of the pathway to closing.

### Infrastructure and Project Development

Energy projects often hold their own unique set of challenges. Whether that challenge is environmental, structural, geographical or regulatory in nature, our team

of attorneys has worked with developers, owners and investors through all phases of the project development process. Our services include siting and permitting, leasing and licensing, power purchase and transmission, and finance and construction. We prepare and negotiate engineering, procurement and construction contracts, equipment supply agreements, power purchase agreements and renewable attributes, rights of way agreements and easements, transmission agreements and interconnection agreements,

### Green Construction and Green Real Estate

Seyfarth's green real estate group represents clients on a wide range of green real estate matters, including construction, leasing and finance. Our attorneys provide specialized legal advice and solutions to developers, owners, lenders, end users, contractors and design professionals interested in sustainable development. Our experience includes advising on transit-oriented development projects, conservation easements, green leases, incentives, legal requirements, retrofit financing, and due diligence and certification of green projects. Our attorneys work with clients to meet their sustainability goals, preserve natural resources, reduce carbon emissions, and improve the overall quality of life while balancing the costs and incentives for achieving these goals.

### Energy Tax Structuring and Strategic Planning

Structuring a transaction properly from a tax perspective can make the difference between a successful project and a failing one. Seyfarth's tax attorneys have substantial experience in representing a wide range of clients from all sides of a transaction to insure proper structuring and tax treatment, including investors and operators of coal, gas, nuclear, hydro, cogeneration, wind, solar, biomass, ethanol, district heating and geothermal projects. These projects have involved generation, transmission and distribution assets, have been both domestic and foreign, and have ranged in size from small rooftop photovoltaic projects to billion dollar plus utility scale projects.

Our tax lawyers have also testified before governmental agencies, represented clients against the taxing authorities and have even represented government agencies themselves in connection with matters involving the energy industry.

## Environmental, OSHA and Green Marketing Compliance

Virtually all energy companies and their operations have an impact on the environment or are impacted by environmental and related regulation. The extent of that impact and how clients navigate the regulatory framework and minimize the risk is a matter of degree. Seyfarth's team of environmental attorneys is experienced in not only reacting when problems arise, but taking a proactive approach in assessing clients' programs and instituting applicable changes, including clients' OSHA programs and the rules and regulations that govern them.

Our compliance team of attorneys assists clients in evaluating their green marketing materials and "green washing" claims under the FTC's Green Guides and relevant state requirements, including helping clients navigate the green marketing regulatory framework and defend against claims of environmental marketing misrepresentations.

## Climate Change and Carbon Markets

While climate change and carbon markets are relatively new, clients that are either in the business of buying, selling, generating, producing and distributing power and fuels, or in industrial or manufacturing businesses large enough to be subject to the developing GHG emissions reduction rules and regulations, are becoming increasingly confronted with legal issues surrounding GHG emissions generation and their impact to business. Our attorneys have extended their environmental and green compliance experience to include counseling clients on carbon risk management, regulatory compliance, reporting rules, RFS standards, carbon credits, carbon capture, and REC and RIN trading.

## Clean Technology Commercialization and Protection

From idea to commercialization, Seyfarth attorneys have counseled many start-ups and growth-oriented companies through their most critical phases of growth and development, all while protecting what clients value

most in this context: their intellectual property. We assist in the negotiation and preparation of technology development and licensing agreements with both private industry, government agencies, universities and serial entrepreneurs, joint venture arrangements, manufacturing and distribution agreements, international sales and services agreements, technology "know how" agreements, cross marketing and branding agreements, and a host of other unique structured transactions. Concurrently, our team of IP attorneys develops and implements strategies and structures to protect clients' intellectual property rights and enforce those rights across the globe, including patent, trademark, copyright, and trade secret protection and litigation.

## Government Funding and Contracting

Federal, state and local governments have created a myriad of opportunities in the form of grants, loans, loan guarantees, tax credits and other government incentives and programs to promote businesses in the energy and clean technologies space. However, identifying, qualifying, applying for and obtaining funding from those sources, and taking advantage of these incentives and programs, often requires patience and good legal counsel. Seyfarth attorneys have represented many clients in connection with their efforts to ultimately obtain government funding or qualify for available tax incentives.

Federal, state and local governments can also be a source of revenue as a procurer of private industry products and services. Our attorneys have strong relationships with those government contracting agencies and work closely with them regularly to make the procurement process fair, understandable and predictable.

## Litigation

Seyfarth attorneys have extensive experience in handling complex commercial litigation, arbitration and mediation for public and private owners, project developers, contractors, design professionals, subcontractors and suppliers. We have further represented clients in matters involving restrictive covenant and non-compete violations, trade secret theft, computer fraud, and employee raiding.

# About Seyfarth Shaw

Seyfarth Shaw LLP (“Seyfarth”) was founded in 1945 by three lawyers and has grown to more than 800 lawyers across 13 markets in the U.S. and abroad. We handle issues for our clients in all key areas including labor and employment, litigation, construction, corporate, employee benefits, environmental, government contracts, intellectual property, commercial litigation, real estate, securities litigation, trade secrets, trusts and estates, and workouts and bankruptcy, among others.

Our success is the result of a constant, unrelenting focus on the needs of our clients. Our commitment to excellence and our belief in the strength of a team-based approach to the delivery of our services offers an atmosphere of creative and innovative thinking.

Our clients are our partners in business and we are committed to listening to their needs and to aligning the skills and abilities of our people to respond to those needs. Our clients range from *Fortune* 100 to midsize companies, and include publicly traded and privately held companies and various types of funds. We represent clients of all sizes across all industries and we are diligent in providing the same level of commitment to each client.



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