

Uncommon Wisdom
Common Sense®

JONATHAN W. GOTTLIEB

SHAREHOLDER

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Jonathan Gottlieb represents energy and utility companies in transactional and regulatory matters throughout the United States and around the world. He represents a diverse range of energy companies, including electric and natural gas utilities; utility subsidiaries; independent power producers and developers; independent transmission companies; industrial, mining and paper companies; renewable and bio-energy and carbon trading companies; engineering/construction companies; and equipment vendors.

Jonathan has represented clients in connection with the development, construction, financing, acquisition, divestiture and operation of energy facilities in the United States and 17 foreign countries, including more than 35,000 MW of electric generating plants. He is intimately familiar with the legal and business issues of diverse fuel types, including biomass, natural gas, wind, solar, coal and hydro. Jonathan has also directly represented clients in connection with more than two billion gallons of ethanol and bio-diesel plant capacity, and several oil and natural gas drilling programs. Recently, Jonathan has represented clients in some of the largest ethanol company bankruptcy cases where he successfully obtained significant recoveries for his secured and unsecured creditor clients. He has also recently represented clients in connection with ground breaking emission rights and carbon credit monetization transactions.

He also is an experienced corporate counsel, having previously served as the general counsel of Power Markets Development Company, an international power developer and marketer, and as the acting general counsel of Packard Bell NEC Inc., the fifth-largest personal computer manufacturer and vendor during his tenure. Jonathan was formerly the chairman of the Legal Affairs Task Force of the National Hydropower Association. Prior to entering private practice, he served in the General Counsel's office of the Federal Energy Regulatory Commission.

Jonathan is recognized internationally for his numerous published articles on financing and developing energy projects, innovative project structures and project acquisition strategies, and new regulatory developments affecting the U.S. energy industry. He is frequently quoted as an industry expert in *The New York Times*, *Commerce and Finance*, *USA Today*, *Business Week*, *The Examiner* and *The Chicago Tribune*.

He is also a frequent speaker on issues relating to financing and developing energy projects, strategic planning for energy companies and utilities, new regulatory developments and emerging opportunities in alternative energy markets.



CONTACT INFORMATION

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PRACTICE AREAS

Energy

Regulated Industries

Corporate and Business

Climate Change

Agribusiness

Construction

Jonathan was named one of the world's leading energy and natural resources lawyers by *Euromoney* in 1997, 1999 and 2001. He's also been named to *Who's Who in American Law*, *Who's Who in America*, *Who's Who in the World*, *Who's Who of Project Finance Lawyers* and *Who's Who in International Business Law*. In addition, Jonathan was the 2003 recipient of the Burton Foundation's Award for Legal Achievement.

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REPRESENTATIVE TRANSACTIONS

- Counsel for a utility subsidiary in the \$300 million divestiture of a gas-fired generating plant in New Jersey, including all tax, regulatory and structuring-related matters. Lead responsibility for drafting and negotiating the project agreements, including the acquisition agreement and the restructuring of the existing project partnership, and managing lender consents.
 - Representing project developer in connection with the development of new generating plants in several U.S. states, including California, Idaho, New Jersey, New York, Pennsylvania and Virginia. Representation includes management of all legal issues related to the interconnection of the projects to the grid, drafting and negotiating all project agreements, including interconnection and transmission agreements, and all regulatory matters before the Federal Energy Regulatory Commission (FERC).
 - Counsel to Japanese bank in connection with the project financing of a 35 MW biomass power plant in Michigan burning 700 TPD of wood waste. Representation included project due diligence and the review of all project agreements as well as an evaluation of the fuel supply study.
 - Counsel for acquirer of 105 MW gas-fired plant in New York, including due diligence, negotiating acquisition agreement, negotiating tolling agreement and management of rate approvals and other regulatory issues.
 - Counsel for development and project financing of 140 MW power plant, 400 kilometer transmission line and natural gas and gas liquids field development and processing facility in Peru, including the management of unique U.S. regulatory issues before FERC and the Securities and Exchange Commission (SEC).
 - Represented an Australian mining company in the sale of an existing power plant to an independent power producer. Representation included drafting of project agreements providing for provision of long-term power supply for the mine after the sale, conversion of the coal-fired facilities to natural-gas and expansion from 200 MW to 400 MW.
 - Represented U.S. utility in the acquisition of a 25% interest in a UK electric utility. Representation included all project due diligence, negotiation of purchase agreement and presentation to client's board of directors.
 - Counsel for acquisition by a U.S. utility subsidiary of operating and development interests in hydroelectric generating projects in Portugal and Spain. Representation included all project due diligence, negotiation of purchase agreement, tax and structuring advice for the acquisition, negotiation of project funding agreement and management of financial closing for this multi-tranche acquisition.
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- Advised developer in the development and financing of two gas-fired cogeneration projects, including services for construction, project financing and related equity contributions and negotiation of all major project agreements.
 - Provided acquisition, financing and regulatory counsel in connection with the purchase of the Path 15 transmission line project in California. Representation included all acquisition due diligence, negotiation of purchase agreement, project financing plus assumption of project-level debt and post-acquisition regulatory compliance. Represented same client in refinancing of acquisition indebtedness through issuance of approximately \$48 million of senior secured notes.
 - Represented client in the acquisition, financing and regulatory approvals in connection with the purchase of a 315 MW power plant in Virginia, including the take-out financing of a \$96 million bridge loan facility. Representation included all project acquisition due diligence and negotiation of purchase agreement.
 - Represented client in the strategic acquisition of an interest in a biomass development company with several projects in late-stage development in the Southeast.
 - Represented ENR Top 25 EPC contractor in connection with the drafting and negotiation of the EPC contract for a wood-waste-fired power plant in Texas.
 - Represented minority owner in \$32.2 million sale of wind tower business.
 - Represented client in the acquisition of 50% equity ownership in an operating 593 MW dual-fired, combined-cycle power plant in Wisconsin. Services included acquisition due diligence and all regulatory approvals.
 - Represented EPC contractor in \$487 million biofuels project financing, including \$15 million equity investment by the same client. Representation included negotiation of EPC contract, equity documentation, project finance credit agreement and legal opinions.
 - Represented selling founding shareholder in biofuels initial public offering.
 - Represented client in \$24.6 million equity investment in biofuels production facility.
 - Represented a client in a joint venture for conversion of a cogeneration plant to a biomass facility, including the negotiation of a limited liability company agreement, obtaining release of assets under existing credit facility and transfer of assets from existing partnership to joint venture.
 - Represented wind power developer in the negotiation of a 40 MW power purchase agreement with a California utility.

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PROFESSIONAL AND CIVIC ACTIVITIES

- Member, Energy Bar Association
 - Editor, *Competitive Utility*
 - Contributing editor, *Project Finance Monthly*
 - Columnist, *Energy Business & Technology* and *Power* magazines
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EDUCATION

J.D., New York Law School

B.A., *with honors*, Economics, DePaul University

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ADMISSIONS

- District of Columbia
- State of Pennsylvania
- U.S. Court of Appeals for the District of Columbia Circuit, the Fourth Circuit and the Ninth Circuit

A Professional Association

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