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TAMMIE S. PTACEK

SHAREHOLDER

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Tammie Ptacek is an experienced corporate and transactional attorney practicing in the areas of mergers and acquisitions, corporate and project finance, public finance, and general corporate and transactional matters, with a particular focus on representing companies in the energy industry in acquisitions, divestitures, financings and project development. Tammie previously served as in-house counsel and corporate secretary for three divisions of a large independent power producer where she served as lead counsel for numerous acquisitions, divestitures, financings and restructurings.

She is one of the firm's three representatives to TerraLex®, an international network of independent law firms in 140 jurisdictions around the world, and is one of the founding co-chairs of the Energy practice group within that organization.

Below are examples of the types of matters Tammie has managed for clients in the energy industry:

- Represented client in acquisition of non-operating coal plant in California and conversion to biomass, including analysis of availability of the 30% grant-in-lieu of the investment tax credit.
- Represented client in all aspects of the sale of membership interests of two entities which owned 50% of the partnership interests in a project company, which in turned owned a 300MW dual fired electric generating facility in Georgia.
- Served as U.S. counsel for Canadian company which has U.S. subsidiary in the energy industry in its restructuring of its capital and corporate organizational structure and obtaining all necessary financing approvals.
- Represented client in negotiation and closing of purchase agreement for the sale of two resource recovery facilities and related transfer stations and composting facilities in Minnesota. Transaction was complicated by required approvals by various local and county governments, and settlement of contractual claims.
- Represented client in its acquisition of 100% of membership interests in entity which owns approximately 72% of the transmission system rights in the Path 15 transmission project located in California, for approximately \$85 million plus assumption of project level debt, and the related term loan acquisition financing. Represented same client in refinancing of acquisition indebtedness through issuance of approximately \$48 million of senior secured notes.



CONTACT INFORMATION

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PRACTICE AREAS

Banking and Financial
Services

Climate Change

Corporate and Business

Energy

Mergers and Acquisitions

Public Finance

Regulated Industries

- Represent 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 credit facility and transfer of assets from existing partnership to joint venture.
 - Represented large windpower developer in connection with the development of a wind farm located in southern Minnesota, including the negotiation and execution of Wind Option and Easement Agreements with over 60 landowners to obtain the necessary land rights to develop the 200MW project.
 - Represented windpower developer in connection with development of wind farm in Nevada, including negotiation of joint development agreement with utility for the development and ownership of the project.
 - Represented owner of portfolio of generating assets in several key amendments to its revolving credit facility to allow for various acquisitions, re-financings and additional financings.
 - Represented public utility client in connection with the issuance and sale by the City of Forsyth, Rosebud County, Montana, of \$170 million of Pollution Control Revenue Refunding Bonds secured by \$170 million of First Mortgage Bonds issued by client and secured by its properties in Montana and Wyoming, which included compliance with requirements of existing 1945 first mortgage. Also represented the same client in issuance of three separate issues (\$150 million, \$250 million and \$55 million) of additional first mortgage bonds under the same 1945 mortgage.
 - Represented client who was the existing lessee of a 30% interest in an approximately 740MW coal-fired plant in Montana in two separate acquisition transactions, whereby client purchased the owner participant interests held by two financial institutions pursuant to sale/leaseback transactions. Involved negotiating purchase agreements, obtaining approval of existing noteholders and amending sale/leaseback documents. Also represented client in a \$100 million related project financing that was secured by the acquired owner participant interest. Represented same client in negotiation of purchase and sale agreement for sale of its interests in the plant for approximately \$204 million, which included ability to apply to public service commission to rate base the asset under certain circumstances and terminate purchase and sale agreement in that event. Also represented client in connection with the “unwinding” of the sale/leaseback structure.
 - Represented two clients in the sale of their minority interests in a partnership owning an electric generating plant located in Jamaica, including obtaining release of collateral from one of the client’s revolving credit facility.
 - Represented client in its acquisition of additional partnership interests in partnership owning electric generating plant located in Florida.
 - Represented client in due diligence and submission of winning bid, and in the negotiation and closing of purchase agreement to purchase 100% of membership interests in company that owned a 315MW oil-fired
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generating plant in Virginia. Purchase price was approximately \$210 million, and included bridge financing obtained from Japanese parent company. Also represented client in later permanent take-out financing of bridge loan facility.

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- Represented client in \$59 million combustion turbine financing agreement.
- Represented public utility client in issuance and sale of \$55 million of first mortgage refunding bonds secured by its properties in South Dakota.
- Represented independent power producer in its divestiture of portfolio of landfill gas electric generating projects.

PROFESSIONAL AND CIVIC ACTIVITIES

- Member, Energy Bar Association
- Member, Minnesota State Bar Association
- Member, Wisconsin State Bar Association
- Member, District of Columbia Bar Association
- Member, Hennepin County Bar Association

EDUCATION

J.D., *cum laude*, University of Wisconsin Law School, 1989

B.S., *with honors*, University of Wisconsin-River Falls, 1986

ADMISSIONS

- State of Minnesota, 1992
- State of Wisconsin, 1989 (Inactive Status)
- District of Columbia, 1989 (Inactive Status)

A Professional Association

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