



SHIPMAN & GOODWIN LLP.

COUNSELORS AT LAW

ENERGY

EVALUATION

EFFICIENCY

ECONOMY

preserving for the future is no longer just a wish . . .

... it's a necessity.



USE LESS.



SAVE MORE.

energy law group Our energy attorneys combine their extensive regulatory experience with numerous other practice areas such as tax, finance, environmental and land use, and litigation in order to provide a broad array of services meeting the diverse needs of our clients. In particular, our attorneys routinely assist clients in identifying and securing grant funding and below market financing to implement energy and cost-savings strategies.



utility law

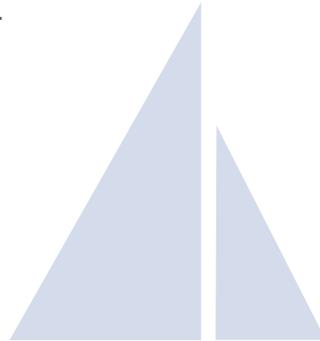
Our utility lawyers have a unique combination of legal experience and in-depth technical knowledge in this constantly changing and evolving area of law.

- **WE WORK WITH CLIENTS TO FIND WAYS TO MANAGE RISING UTILITY COSTS** in all areas, including energy, telecommunications and water. By evaluating our client's individual utility needs or challenges, and by identifying ways to address those needs through agency intervention, contracting, litigation, and grant reimbursements, we have been able to work with and satisfy a wide variety of clients ranging from individuals and small, closely-held businesses to large volume utility consumers such as industrial facilities, educational and health care institutions, as well as municipalities.
- **OUR UTILITY ATTORNEYS FOLLOW REGULATORY AND MARKET DEVELOPMENTS** and provide timely advice to our clients. We routinely practice in the regulated and unregulated utility fields on both the state and federal level. Our utility attorneys have long been active in utility regulation, as well as commercial and business litigation and business law.

- **WE OFFER CLIENTS THE DIVERSITY OF EXPERIENCE AND INNOVATIVE APPROACHES** that the developing utility marketplaces demand. We have an established reputation for skillful, creative and aggressive advocacy on behalf of our clients. We are proactive in serving our clients' utility needs, guiding them through the complex changes in the industries.
- **OUR SUCCESSES LIE IN OUR ABILITY TO TAILOR SOLUTIONS TO COMMON PROBLEMS** with utility services and costs. We recognize that in today's world, necessary utility services directly affect our clients' bottom line. Our utility attorneys are themselves cross disciplinary and work closely with other practice groups of the firm to provide our clients with a full range of advice on the issues that affect their businesses and operations.

Better for your future.

Better for your bottom line.



energy
evaluation
efficiency
economy
preserve
future
wish
truth



Our energy lawyers have actively participated in energy industry restructuring in the Northeast.

The push toward competitive markets for energy, combined with the complex challenges facing the industry such as transmission and distribution constraints, fuel supply diversity, siting of facilities and new stringent environmental regulations, have caused numerous legal challenges for industry participants and energy users alike. Our energy attorneys combine their extensive regulatory experience with numerous other practice areas such as tax, finance, environmental and land use, and litigation in order to provide a broad array of services meeting the diverse needs of our clients. In particular, our attorneys routinely assist clients in

identifying and securing grant funding and below market financing to implement energy and cost-savings strategies. Our energy attorneys are at the forefront of various industry and market-oriented organizations, enabling us to provide up-to-date market information and insight to our clients.

The firm's energy attorneys routinely participate in regulatory proceedings on the state and federal level. Our attorneys provide advice regarding proposed legislation, energy options and contracts, generation facility siting matters, transfer of ownership, and land use and environmental permitting for new and expanded facilities. Our attorneys have represented the regional independent system operator, the owner and operator of large fossil-fuel fired generating plants, merchant power plants, waste-to-energy facilities, consumers with cogeneration and distributed generation facilities, biodiesel production companies, municipalities, natural gas companies, state agencies and quasi-public agencies.

energy

One of our services that is in great demand is our ability to advise clients with respect to the development of cost-saving strategies through creative contracting or by assisting with the selection of engineered solutions. We also advise our clients on sustainability and emission reduction opportunities. Our attorneys are well versed in renewable energy technology and portfolio standards and advise clients with respect to both grid and demand-side distributed generation. Finding unique solutions to common problems and assisting clients in managing energy options form a core part of our practice. As market changes force energy prices to record levels, our energy attorneys are able to focus clients' resources and implement strategies that are tailored to specific client needs. Although we provide our clients with a wide range of services, Shipman & Goodwin does not employ engineers, nor are we product vendors. We assist clients in formulating RFPs and selecting appropriate vendors, products and engineers when and where necessary.

To address the needs of our end-use municipal, commercial and industrial consumer clients, our attorneys have developed a comprehensive approach to energy optimization.

First, we recognize the importance of energy efficiency to reduce consumption. We assist clients in navigating the complex maze of energy efficiency programs and grant funds. We help our clients understand their energy usage and load profile to optimize efficiency and reduce cost. We understand and explain cost drivers such as demand ratchets and capacity charges. We often assist clients in evaluating the potential for on-site distributed generation (DG), such as fuel cells, microturbines, biomass, photovoltaics, and combined heat and power



plug into the wind

applications. Our advice extends to new market mechanisms that enhance the economics of such projects, including renewable energy credits (RECs), capacity payments, demand response, net metering and the emerging carbon markets. We advise on the funding and financing for such installations, as well as assist clients in the permitting and siting that can accompany DG installations. Our finance attorneys stand ready to assist clients that are financing their DG installations or efficiency projects. We have extensive experience gained in both the public and private sectors in numerous funding alternatives ranging from traditional commercial bank lending to venture capital

finance to project finance where a project's cash flows serve as the primary source of repayment. Our attorneys assist clients in identifying private, state and federal programs that offer financial incentives for energy efficiency measures, including grants, low-cost loans and tax credits. Finally, we are able to assist clients to competitively bid any existing load into the competitive market to reduce the bottom line cost of energy purchased in the deregulated markets. We understand the importance and nuances of energy contract terms such as bandwidth provisions and pass-through charges that can impact a client's ability to realize energy savings.

In recognition of their knowledge in these areas, our attorneys are highly sought out as speakers on incentive and grant programs available to electric and gas utility customers. As energy counsel, we are able to identify advantageous programs for our clients and implement the application process quickly to take full advantage of the financial benefits. We interact with client facility managers, engineers, contractors and the

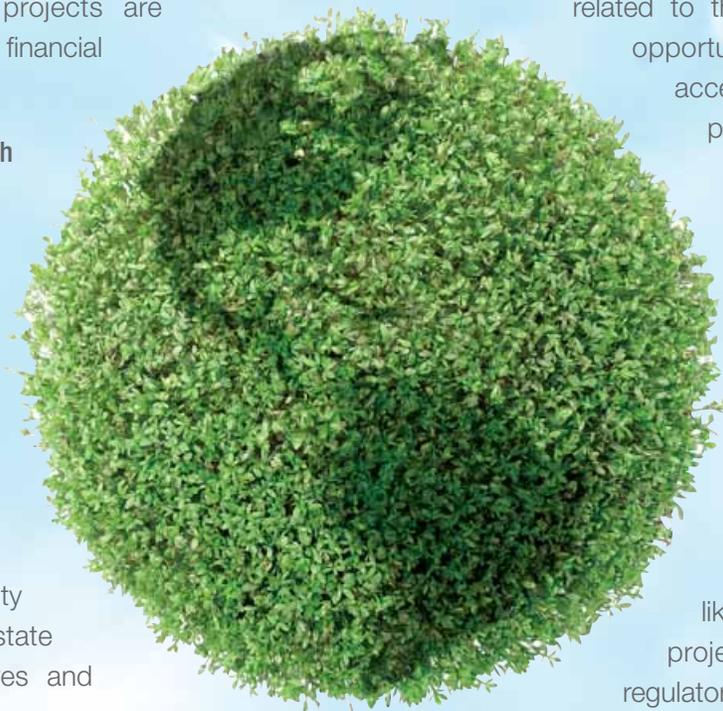


plug into the sun

energy

utilities to ensure that the statutory and regulatory requirements are met and projects are implemented with the available financial incentives in place.

Because we are often involved with the review of pending legislation, some of which affects various incentive programs, not only are we able to identify strategies that take advantage of existing programs, but we are also better able to advise our clients in ways that will allow them to plan accordingly to take advantage of proposed legislation. Our utility attorneys routinely monitor state and federal legislative initiatives and



issues, which positions us to advise clients on issues related to the likelihood of future funding opportunities that may warrant the acceleration or postponement of particular development projects. Many of the existing and proposed programs require strict adherence to program rules and timelines. By hiring energy counsel, our clients are able to focus their efforts on securing funding from many of the available incentive programs and funding opportunities, and they are able to reduce the likelihood of funding forfeiture or project delays resulting from regulatory noncompliance.

representative experience energy

ALTERNATIVE ENERGY SERVICE FOR HIGH SCHOOL CONSTRUCTION AND OPERATION

We represent numerous Boards of Education and municipal clients with respect to energy in building construction and renovation projects, including a new \$106.6 million public high school that installed a fuel cell. The project achieved more than two million dollars in capital grant funding and is projected to save hundreds of thousands of dollars per year in operating funds, in addition to being sustainable, capable of operating independently from the grid, efficient and environmentally friendly. Once completed, the 282,000-square-foot building will accommodate up to 1,400 students.

MUNICIPAL ENERGY COUNSEL

We currently represent Connecticut's third largest city with respect to energy issues. Capital projects include counseling the City towards achieving its goal of baseloading all City facilities with distributed generation where feasible. Advice extends to feasibility determinations, application selection, Requests for Proposals (RFP), contracting, funding and financing and includes all City facilities - public safety, schools, municipal, and libraries. In terms of efficiency, the firm negotiated lightbulb replacements, demand reduction, installation of high efficiency equipment, building envelope design, selection of contractors, and use of state and federal funding programs. In the area of competitive procurement, the firm helped the City to sign a long-term contract with a

supplier at the then lowest competitive rate in the state. This savings allowed City to make investments in renewable energy and meet its 20% by 2010 goal three years early. As for distributed generation, the firm negotiated the implementation of baseload generation at all City facilities where feasible, reducing grid imports, and lessening demand. This also provides the City with security against outages and the ability to remain operable. In terms of demand response, the firm assisted with the implementation of backup and emergency generation and load shedding strategies to allow the City to reduce grid usage during peak demand days, enabling the City to receive payments for being available to reduce usage when called upon by the regional independent system operator. The firm also handles regulatory proceedings and agency interaction, including the Department of Public Utility Control, Siting Council and Bureau of School Facilities.

For another municipal client, we provide advice and counsel on similar efficiency, competitive procurement and distributed generation projects, throughout the City, including a landfill gas project that will allow the City to earn revenue while harvesting and utilizing methane produced by the landfill that otherwise would escape into the atmosphere.



energy representative experience

NEGOTIATED A COMPLEX CONTRACT FOR ELECTRICITY SUPPLY SERVICES RESULTING IN \$32,000,000 IN SAVINGS

Our attorneys negotiated a complex contract for electricity supply services for an aggregation of 64 Boards of Education and Municipalities, which was one of the first of its kind in the deregulated Connecticut markets. The contract reflected the special needs of Boards of Education: significant load reductions in the summer months, the need to shift load between facilities and the opening and closing of buildings. The contract resulted in a locked-in price for three years that was lower than the utility's transitional standard offer, providing budget certainty for the districts, and amounted to more than \$32,000,000 in savings over then current rates. We continue to represent the consortium, which has grown to 98 members, in their competitive contract negotiations.

PERMITTING AND SITING OF BIODIESEL PRODUCTION FACILITY

Our attorneys are local counsel to a biodiesel production company currently undergoing the permitting process for a 50 million gallon biodiesel production facility. Our representation includes advice concerning legislation, regulatory matters, tax matters, local zoning issues, environmental issues, negotiation of a host community agreement, and contracting work, including construction, feedstock and off-take contracts.



Jennifer Janelle practices in the special needs of regulated companies, including utilities and telecommunications, and the businesses, government agencies and municipalities that interact with them.

Jennifer's utility and telecommunications clients have included CLECs, electric suppliers and generators, the regional independent system operator, gas steam, cable television, and water companies in various regulatory proceedings before the Department of Public Utility Control and Siting Council. Her utility practice evaluates end-use commercial and industrial utility use and develops cost saving strategies through creative contracting or by assisting with the selection of engineered solutions. Finding unique solutions to common problems and assisting clients in managing their utility options is a core part of her practice.

Jennifer routinely speaks on utility issues in the New England region. She is the current President of the Connecticut Power and Energy Society.

PRACTICE AREAS

Utility Law

Energy

Telecommunications

Water

Business and Finance

Administrative Law

EDUCATION

Boston University

School of Law, J.D.

Boston University, B.A.

PROFESSIONAL AFFILIATIONS

- Connecticut Power and Energy Society: President
- American Bar Association: Administrative Law and Regulatory Practice; Environment, Energy and Resources; Public Utility, Communications and Transportation Law
- Connecticut Bar Association: Public Utility Law Section
- Hartford County Bar Association

DISTINCTIONS

- Golden Key National Honor Society
- G. Joseph Tauro Scholar

COMMUNITY ACTIVITIES

- Bristol Zoning Board of Appeals: Commissioner (appointed 2000)
- Bristol Downtown Development Corporation: Board Member
- Connecticut Women's Council



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Donna Brooks represents emerging growth companies, other private companies, public companies and various financing sources, particularly venture capital and mezzanine funds. With over 20 years of experience, she helps companies by providing practical advice on a breadth of issues, including raising capital, private and public offerings of securities, equity compensation,

corporate governance, business operations, and mergers and acquisitions. Donna assists companies with both federal and state securities laws compliance and with the preparation and filing of SEC periodic reports, registration statements, Section 16 stock ownership reports and proxy materials.

Donna has participated in numerous financing transactions, many involving governmental or quasi-governmental lenders including the Connecticut Development Authority, Connecticut Innovations Incorporated and Technology Investment Fund. Through her representation of venture capital and mezzanine funds, Donna has been involved in highly complex transactions, requiring an appreciation of the issues of holders of senior debt, mezzanine debt, and seller debt, as well as equity sponsors and venture capitalists, and she is experienced in successfully negotiating, documenting and closing these multi-tiered transactions. She is

often called to write about and speak on securities law and venture finance matters.

Donna also uses her mix of financing and contracting skills to assist clients that are pursuing cost-saving strategies with respect to their energy consumption. As a member of the firm's energy practice, Donna negotiates and documents the financing to install clients' energy infrastructure upgrades, such as fuel cells and other distributed generation technology and cost-saving equipment. Donna is also able to assist entrepreneurs that have developed innovative alternative energy technologies with their organizational, business and financing needs, as well as private equity funds interested in investing in the energy sector.

PRACTICE AREAS

Business and Finance
Private Equity
Mergers and Acquisitions
Utility Law
Energy

Securities Law
Telecommunications

EDUCATION

University of Virginia
School of Law, J.D.
College of William and Mary, B.A.

PROFESSIONAL AFFILIATIONS

- Connecticut Venture Group, Hartford Chapter
- Crossroads Venture Fair: Mentor, Start-up Companies
- Alliance for Connecticut Technology - Technology Summit
- Fuel Cell Summit: Moderator
- American Bar Association
- Connecticut Bar Association
- Hartford County Bar Association

DISTINCTIONS

- BV Peer Review Rated, Martindale-Hubbell
- Appointed Member, Securities Advisory Council and Hedge Fund Subcommittee, Connecticut Department of Banking
- Past Appointed Member, Business Advisory Committee, Connecticut Secretary of the State

Erik Ness practices in the areas of utilities & telecommunications and environmental and land use law. He has represented numerous utility end-users on matters involving contract negotiations, competitive procurement and grant applications. He also counsels highly-regulated utility industry clients, preparing and filing regulatory, legislative and court documents on their behalf. He has also represented utility consumers in administrative agency proceedings and on appeal. In environmental and land use matters, he has counseled clients on obligations related to contaminated properties and assessed clean-up strategies and insurance coverage issues. Erik was a key member of a team of Shipman & Goodwin attorneys that represented the successful plaintiffs in a jury trial seeking damages for a Town's bad faith use of eminent domain and takings clause of the Fifth Amendment to the United States Constitution. Erik has litigated cases involving

telecommunications, insurance coverage and bad faith in both state and federal court. Prior to joining the firm, Erik managed high-exposure environmental claims for a major Connecticut insurance company, and before earning his law degree, he worked as a geologist for a Connecticut based environmental consulting firm. In his seven years with the firm, he designed and implemented field investigations for government and electric power utility clients and managed field investigations for numerous former manufactured gas plant (MGP) sites in New York and Rhode Island. He also managed field work for remedial action investigations involving four sites at the U.S. Naval Submarine Base Superfund Site located in Groton, Connecticut. Erik served as law clerk to the Honorable Francis X. Hennessy and to the Honorable E. Eugene Spear, Judges of the Connecticut Appellate Court.

PRACTICE AREAS

Environmental and Land Use
Utility Law
Energy
Telecommunications
Water
Administrative Law

EDUCATION

Western New England College
School of Law, J.D.
University of Rhode Island,
B.S. in Geology

PROFESSIONAL AFFILIATIONS

- Connecticut Bar Association
- Connecticut Power & Energy Society
- Association of Energy Engineers, Connecticut Chapter

DISTINCTIONS

- Certified Professional Geologist (Pennsylvania)



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COMMUNITY ACTIVITIES

- Greater Hartford Legal Assistance
- Swim Across the Sound for St. Vincent's Hospital
- Two time Hawaii Ironman Triathlon World Championship finisher

about us



SHIPMAN & GOODWIN LLP.

COUNSELORS AT LAW

Shipman & Goodwin represents many of the leading businesses, institutions, individuals, and government entities in Connecticut and throughout the New England and the Mid-Atlantic regions.

With nearly 140 lawyers practicing from offices in Hartford, Stamford, Greenwich and Lakeville, Connecticut, our firm is recognized for our depth of knowledge and experience in a number of industry sectors, including education, government, financial services, health care, non-profit organizations, emerging and middle market companies, real estate development, energy and telecommunications, franchising, retail, and software and IT.

Since our founding in 1919, the attorneys in our firm have demonstrated their commitment to community support through board memberships of charitable and civic organizations, as advisors to government, and in substantial donations of time to such organizations.

We bring that same level of personal commitment to each of our client relationships, and invite you to learn more about the Shipman & Goodwin difference.



This booklet is printed on Mohawk's Carbon Neutral paper. All paper used is 30%–100% post consumer waste and is manufactured entirely by wind power.



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