

DyKEMA

Exceptional service. Dykema delivers.



Providing powerful results
Energy Industry Group

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California | Illinois | Michigan | Minnesota | Texas | Washington, D.C.

Dykema Energy Industry Group: We Provide Powerful Results

With an extensive track record and resources, Dykema has been a leading firm in the energy industry for more than 30 years. Dykema's attorneys and government policy advisors have represented entities from nearly every sector of the energy generation industry, including electric, natural gas, propane, petroleum, nuclear, hydro, alternative energy, water, wind power, and other renewable energy resources, as well as consumers and electric transmission interests. Many of our attorneys are industry recognized thought leaders who regularly write and speak on energy-related topics.

Our experience includes representing energy clients at both the state and federal levels in a variety of corporate and transactional contexts. Those clients include electric and gas distribution cooperatives, electric generation and transmission cooperatives, investor-owned electric utilities, independent transmission companies, investor-owned petroleum companies, and municipal utilities. Additionally, we represent energy marketers, large customers and regulatory agencies, equity funds, lenders, municipalities and other financing authorities, private and public entities, independent power producers and merchant generators, underwriters, investment bankers, and pipelines.

Our energy team is comprised of attorneys and government policy advisors who have broad and deep experience and consistently provide strategic advice and legal counsel in areas that matter to our clients. Those areas include regulation, litigation, appeals, legislative and governmental affairs, corporate law, transactions, securities, the environment, taxes, employment law, real estate, technology license agreements, government grants and incentives, and construction contracts.

Multidisciplinary Capabilities Allow Us to Serve Our Clients as the Single Source for All Their Energy-Related Needs

Regulatory and Litigation

Dykema regularly represents energy clients before state and federal agencies such as the Federal Energy Regulatory Commission, state public service commissions, and the Michigan Tax Tribunal. We also act as counsel in state and federal court proceedings, including appellate courts. Examples of our representation include:

- Rate making and cost recovery
- Certificates and licensing
- Siting and territorial proceedings
- Codes and standards of conduct
- Consumer and competitive utility complaint cases
- Condemnation and other property rights proceedings
- Property tax issues
- Contract disputes
- Rule making
- Patents
- Litigating challenges to agency rules
- Representing clients in agency adjudications
- Regulatory business approvals
- Representation before regulatory agencies on issues related to rates, tariffs, industry restructuring, licensing, code of conduct, franchises, and other issues

Legislative and Governmental Affairs

We have substantial experience in lobbying across a wide range of issues. We have long-standing relationships with both Republican and Democratic members of the U.S. Congress, members of the Michigan and Illinois state legislatures, and federal

and state regulatory agencies and municipalities. Our team works with all branches of government, in both traditional and innovative ways, to promote and protect our clients' interests and to formulate legislative, regulatory, and political strategies to achieve their legal, policy, and strategic business goals. We maintain close relationships with the Federal Regulatory Commission, Department of Energy, state legislatures, state public service commissions, and local governments. The range of our services includes:

- Monitoring and analyzing pending legislation and agency rules
- Drafting legislation and administrative rules
- Preparing legislative testimony and testifying at hearings
- Developing policy and issue management strategies
- Lobbying legislative and executive branch officials
- Advising with respect to federal and state lobbying law compliance
- Litigating public policy issues (challenging statutes and regulations)
- Organizing coalitions
- Developing and implementing grassroots campaigns
- Securing federal and state grants and other funding
- Negotiating franchises and rights of way with state and local governments

Business Services

Dykema's Energy Team is uniquely situated to assist clients in addressing various areas of business. Examples of recent services provided include:

Asset purchases, strategic alliances and joint ventures, IPOs, mergers and acquisitions, and financing

- Venture capital and other public and private debt and equity financings
- Mergers, acquisitions, and initial public offerings

- Negotiating and structuring joint development, limited partnership, limited liability, and other types of agreements for project participants
- Negotiation of contracts, including energy trading contracts, power purchase procurement, fuel supply and transportation, operation and maintenance, and power marketing and trading agreements
- Negotiation of concession, franchise, guaranty, and other governmental support arrangements
- Securities issues
- Corporate governance and corporate counseling
- Commercial finance
- Technology license agreements
- Construction contracts
- Organizational matters

Infrastructure and Project Finance

- Public-Private Partnership creation and financing
- M&A services, tax structuring, regulatory advice
- Securities and commercial finance
- Real estate

Tax Planning

- Analyzing the tax consequences and structuring mergers and acquisitions from either the buyer's or seller's perspective
- Obtaining private letter rulings at both the federal and state levels



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- Planning redemptions, distributions, and recapitalizations for corporations
- Drafting and monitoring proposed tax legislation
- Tax planning for multistate taxpayers
- Tax-exempt financings
- Property tax advising

Employment Issues

- Negotiation and administration of labor contracts
- Grievance arbitration
- Plant closures (“WARN”)
- Employment litigation
- Preparation of employee manuals, employment application forms, etc.
- Advice on wage and benefit policies
- Organization of campaigns
- Assistance with preparation of affirmative action plans and OFCCP audits

Real Estate and Environmental

We are strategically located to interact with the U.S. Environmental Protection Agency, the Michigan Departments of Environmental Quality and Natural Resources, the Illinois Environmental Protection Agency, and the Illinois Commerce Commission. Our representation of all major participants in the real estate industry—owners, lenders, developers, investors, local governmental units and agencies, users, contractors, architects, and property managers—provides us with valuable insights into the complex and competing interests in the real estate aspect of the transactions. Examples of our representation include:

- Incorporation of “green” or sustainable technology as an integral element of the design and construction of real estate projects
- Financings, including private equity offerings, mortgage financings, sale leasebacks, tax credits, loans, grants, and other economic inducements from

governmental entities, synthetic leases, leveraged leases, and participating mortgages

- Loan workouts and foreclosures
- Land use planning, development, siting, and leasing
- Property acquisitions and sales
- Public/private projects, including tax increment financing and tax abatements
- Zoning, wetlands, and other land use issues
- Air and water quality
- CERCLA/Superfund issues
- Contaminated property liability
- Environmental permitting and compliance enforcement
- Environmental litigation
- Hazardous and solid waste analysis and remediation
- Wetland issues
- Negotiating and obtaining municipal franchises for utilities

The Dykema Difference

What distinguishes Dykema is our unparalleled commitment to client service delivered through our “my client, my partner” approach to the practice of law. Dykema hires and retains the best and the brightest talents and instills in all Dykema attorneys and every other employee our signature unyielding commitment to client satisfaction. When we say we “partner with our clients,” we do it. Our attorneys are passionate about knowing and understanding our clients’ businesses, markets and challenges. If it keeps you up at night, we don’t sleep either. Through focused industry groups—such as the Energy Industry Group—our attorneys study all aspects of their clients’ industries. Bottom line: we make it our business to know your business.

To see what Dykema can do for you, visit us on the web at www.dykema.com or call one of our relationship attorneys.