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**Baird Brown** works with customers and communities and their technology and finance partners to deploy a new generation of energy and sustainability infrastructure. He has helped develop pooled procurement and financing techniques for building energy efficiency improvements and renewable energy, and has structured public private partnerships for a broad array of infrastructure projects. He helped form and serves as co-counsel to the Microgrid Resources Coalition.

Baird handles mergers and acquisitions of energy and environmental companies, including restructuring and workouts of troubled projects. He counsels clients in connection with taxable and tax-exempt, rated and unrated, and registered and unregistered financings and credit arrangements. He also acts as underwriter's counsel, bond counsel, and borrower's counsel on complex project financings. He develops tax structure and regulatory strategies for complex projects.

In the context of public private partnerships and other projects, Baird has developed and negotiated operating agreements, construction agreements, concession agreements and power purchase and sale arrangements along with dozens of other documents ancillary to transactions with ongoing public interest dimensions. He understands the risks and obligations appropriate to public and private parties and structures incentive compensation arrangements that align private incentives with public goals. In particular, he represents clients with strong environmental goals in practical transactions that create clean energy results.

Baird has played key roles in organizations that advance energy and sustainability goals. He served as a co-chair of energy related committees of the American Bar Association (ABA) and the International Bar Association, and he was a principal author of the form Renewable Energy Credit Purchase Agreement for the American Council on Renewable Energy (ACORE), the Energy Markets Association, and ABA. He represents the Foundation for Renewable Energy and Environment and serves on the boards of non-profit organizations that work for community revitalization and energy justice.

Baird received a B.A. in Economics from S.U.N.Y at Buffalo and a J.D. from the University of Pennsylvania Law School. He began his legal career in the Office of the General Counsel of the Federal Reserve Board.

## Representative Transactions

- Baird represented J. P. Morgan as lead underwriter in a financing in San Diego County, California, to build the largest seawater desalination plant in the United States. The project includes the first desalination plant in the United States to be financed as a public/private partnership and a related 10-mile pipeline connecting the new facility to the San Diego County Water Authority's existing distribution system. The financial close involved the sale of \$755 million worth of tax-exempt bonds by the California Pollution Control Financing Authority on behalf of a subsidiary of Poseidon Resources Corp. (which owns the Plant) and the San Diego County Water Authority (which will own the pipeline and purchase the entire output of the plant). He was actively involved in the negotiation of the concession agreement to ensure consistency with the financing structure.
- He negotiated agreements for hosting and operation of a one-megawatt Lithium Ion battery installation at the Chicago Shedd Aquarium.
- He acted as underwriters counsel for a landfill gas project for the Three Rivers Solid Waste Authority in South Carolina, which included construction of an eight-mile gas pipeline owned by the Authority from the Authority's landfill to an industrial customer and was financed with municipal bonds.
- He represent the Urbana & Champaign Sanitary District in negotiation of long-term sales and operating agreements to build a 40-mile pipeline and sell treated sewer effluent as process water for a fertilizer manufacturing facility.
- He acted as underwriters', borrowers or state DOT counsel in P3 transportation procurements and tax- exempt financings, including the Pocahontas Parkway and the I-95/395 HOV/HOT Lanes in Virginia and the Pennsylvania Turnpike.
- Baird represented Ogden Projects (now Covanta) in development and municipal bond financing, purchase and refinancing and/or leverage leasing on over twenty waste-to-energy projects nationally, including numerous governmental procurement processes. These projects were developed as public/private partnerships and most of them were cogeneration projects serving steam customers such as the Redstone Arsenal in Huntsville, Alabama.
- He represented Weston in connection with its participation in a joint venture to develop sustainable infrastructure, including electricity service, for a planned community in India. He developed a phased construction and operating services agreement that integrated infrastructure development with real estate development and established fee structures for utility services in the community.
- He represented a consortium of independent schools in connection with a collective procurement of solar projects for several of its members.
- He represented the Delaware Sustainable Energy Utility in the purchase of Solar Renewable Energy Certificates to facilitate the financing of a 5 MW solar project for the city of Dover, DE

- He assisted Springpoint Senior Living with the tax structuring and construction documentation for solar projects at two of their senior living campuses. He helped form a blocker corporation and assisted with Section 1603 grant applications and with Renewable Energy Credit Sales.
- He represented the Clean States Energy Alliance in connection with efforts to develop pooled procurement for public entities and bond financing strategies for offshore wind projects.
- He acted as local counsel in the financing of battery storage facilities located in DuPage County, IL for Renewable Energy Systems Americas Inc.
- He helped form and represents the Microgrid Resources Coalition (MRC), a non-profit consortium of owners, operators, developers, suppliers and investors formed to advocate for policies and regulations that support microgrid deployment. The MRC has been active in promoting federal and state law policies that support new business models for grid-edge resources, utilities and their cooperation.
- He represented the master developer in connection with agreements to expand and operate an electric and thermal microgrid as a part of its redevelopment of a former Army facility in Baird led a team of lawyers and prof a major city.
- He represented Princeton University in the development and financing of a 5 mega-watt solar project as a part of their campus microgrid. Lease financing was provided by Key Government Finance and solar project development by Sun Power. He helped to develop an ownership structure to permit immediate ownership by the Lessor to facilitate the 1603 grant application.
- He represented Rutgers University in development, tax structuring and financing of an 8 mega-watt solar project as a part of the university's microgrid, including assistance with the construction contract.
- He represented the University of Missouri System in connection with the tax and business structuring of a campus-wide geothermal heating and cooling system for its Science and Technology campus and a biomass cogeneration facility as a part of its main campus microgrid. He developed a structure to let the University take direct advantage of Section 1603 Treasury grants and also helped integrate New Market Tax Credits in the geothermal project.
- Baird represented the developer of ski resorts in the Poconos in providing utility services directly and through homeowner associations to commercial enterprises and homeowners in the resorts. The structures he developed avoided the developer being treated as a public utility.
- He assisted the Keystone Energy Efficiency Alliance in developing regulatory and legislative strategies for gas utility energy efficiency programs.
- He represented an independent power producer in the Pennsylvania PUC rulemaking on alternative energy credits.

- Baird represented ISO New England in Federal Energy Regulatory Commission (FERC) rulemaking and tariff proceedings regarding the design and implementation of energy and ancillary services markets and FERC judicial proceedings.
- He assisted the owners of a waste-coal-fired power plant in obtaining Pennsylvania PUC approval to shut down operations without incurring penalties to their utility power customer.
- He represented Southern Maryland Electric Cooperative in negotiating power purchase arrangements to build its energy purchase portfolio.
- Baird acted as project counsel and bond counsel to the Delaware Sustainable Energy Utility in a groundbreaking \$70 million pooled financing for energy efficiency retrofits for five state agencies and two state higher education institutions in Delaware. The project included a prequalification process for energy service companies, development of transparent guaranteed energy savings contracts and managing the multiparty financial closing.
- He represented Campus Energy Efficiency Fund as subordinated debt lender in a three-tier financing structure for energy efficiency improvements to Drexel University campus facilities.
- He acted as counsel to the Foundation for Renewable Energy and Environment (FREE) advising the Sonoma County Water Authority on structuring a pooled energy and water efficiency financing for municipalities, school districts, hospitals and a community college.
- He also represent FREE, in Pennsylvania, with implementing a statewide energy efficiency finance program for governmental and non-profit entities under a contract with the Pennsylvania Treasury.
- He represented Urban Atlantic under their contract with the District of Columbia to develop a Property Assessed Clean Energy (PACE) energy efficiency financing program for commercial real estate.