

Practices & Industries

Infrastructure

Overview

Throughout its history, Day Pitney has been involved in the development and financing of infrastructure projects. Our Infrastructure Practice group has been a forward-looking participant in the innovation of the industry, advising developers, contractors, lenders and other investors on matters relating to the development and commercial operation of energy, water, hospital and educational projects. Our attorneys have substantial regulatory, transactional and permitting experience and can provide our clients with all the legal services needed to develop, operate and finance a project. We also have significant experience with restructuring difficult infrastructure projects and restoring them to a path for successful operation.

Transportation

Day Pitney's work for transportation-related and transportation-oriented development projects includes large- and small-scale projects and all aspects of development and redevelopment, including due diligence; federal, state and municipal permitting and zoning; environmental review and analysis; third-party vendor contracts; financing; and tax and litigation support. Our clients' transportation projects have included ports, terminals, roads, bridges, railways, and trucking and intermodal transportation facilities, including fossil fuel, natural gas, propane, biofuels, waste and consumer goods. We regularly navigate these projects through the political and regulatory mazes characteristic of such projects.

Educational Facilities

Day Pitney represents all levels of academic institutions and higher education, including primary and secondary schools, prep schools, large public and private colleges and universities, and small independent colleges and universities, as well as institutions affiliated with higher education. Our team includes attorneys with practical knowledge and the capability to represent academic institutions in multiple disciplines, including real estate and environmental matters, securities and capital markets, capital project financings, mergers and acquisitions, litigation, and general corporate and business law.

Water

Day Pitney represents water companies in numerous complex transactions, including mergers and acquisitions, contractual arrangements and finance transactions. We provide water companies with the full suite of legal services for their businesses, including state permitting and regulatory proceedings, advice regarding water quality and environmental matters, real estate acquisitions and sales, labor and employment issues, tax matters, and litigation in state and federal courts.

Hospitals

Evolving regulatory and market conditions have placed unique and complex demands on hospitals and healthcare providers. From delivery stem changes resulting from the Affordable Care Act and other initiatives to improve care while reducing costs to regulatory scrutiny over data security and privacy to the challenges of integrating clinical provider networks, Day Pitney's healthcare lawyers have the critical skills to respond quickly to our clients' legal and regulatory obstacles. We provide advice on corporate governance structuring and restructuring; mergers, acquisitions and joint ventures; federal and state regulatory compliance; privacy and security; network contracts; litigation; labor; employment and employee benefits; and financings.

Energy Facilities

Day Pitney lawyers are nationally-recognized by *Chambers USA** and *Chambers Global* (Chambers & Partners) and by *U.S. News - Best Lawyers* "Best Law Firms" (*U.S. News & World Report)* for their work across a broad range of energy infrastructure projects. Representing a diverse group of clients across the nation and around the world, we develop and implement innovative solutions to the complex challenges confronting the energy industry. Our clients include electric and gas utilities; debt and equity investors; generators, transmitters and marketers; equipment contractors; and other energy and utility market participants.

Electric Generation

Day Pitney has nearly a century of experience representing parties involved in electric generation. From the construction, operation and decommissioning of large-scale nuclear and fossil fuel generating units to the development, acquisition and financing of a broad range of renewable projects, we have dealt with virtually every type of technology and transaction. The firm has assisted developers in structuring and organizing entities to own and operate their projects, in dealing with various federal and state regulatory and tax strategies, and in obtaining and negotiating the terms of financing. We regularly counsel clients on the permitting, contractual, rate and tariff issues that are associated with such projects. We have assisted both developers and major contractors in the negotiation and drafting of facility leases, power and renewable energy credit sales, fuel supply, engineering, procurement and construction, operation and maintenance, and other contracts.

Electric Transmission

Day Pitney has provided strategic counsel to clients in the Federal Energy Regulatory Commission's (FERC) transmission reform efforts to facilitate the development of new transmission assets, as directed in FERC Order No. 1000. In addition to working with public utilities in developing tariff language to meet that order, our attorneys have also worked with new transmission-focused entities across the country in transmission formula and incentive rate applications that are designed to support their effective participation in the competitive solicitation processes administered by the regional transmission organizations. We have also assisted merchant transmission developers in their efforts to obtain negotiated rate authorizations and other project development regulatory approvals.

Natural Gas

For decades, Day Pitney attorneys have advised clients on strategies for managing the continuing evolution of the natural gas industry, as well as for navigating the legal, credit, regulatory and environmental risks that impact our clients' most difficult projects. Our experience covers the entire natural gas supply chain—upstream exploration and production, midstream processing and transportation, liquefaction and regasification of liquefied natural gas (LNG), downstream storage, marketing and local distribution, and end-user consumption and manufacturing. This work runs the gamut from providing transactional/commercial assistance to memorializing necessary supply arrangements to regulatory and litigation assistance in order to obtain and defend the necessary permits and approvals at the federal and state levels.

Distributed Energy Resources

Day Pitney has been involved in the rapidly changing legal landscape of distributed energy resources, including behind-the-meter renewable and nonrenewable generation, energy storage, and commercial and industrial microgrids. Representing diverse stakeholders, we provide our clients with the advice to navigate their transactions successfully. Our attorneys have experience in delivering each stage of a distributed energy project, including planning, permitting, joint ventures and other corporate matters; drafting and negotiating project documents (such as power purchase agreements, customer supply agreements, engineering, procurement and construction agreements, operation and maintenance agreements, and leases); and the purchases and sales of the projects. We also regularly advise on the federal and state regulatory policies that impact these projects.

Construction Projects

Day Pitney lawyers have significant experience representing private and public clients across a broad spectrum of construction projects and transactions, both large and small, including public/private partnerships, new construction, renovations and modifications. We advise on the legal challenges presented in the design, development, and procurement process of construction projects, including the development of requests for proposal and bid evaluation, and we assist clients with the negotiation and drafting of complicated construction contracts. Our clients include real estate and infrastructure

developers, contractors and subcontractors, owners, tenants with significant build-out needs and other participants in the construction of all real estate classes and infrastructure projects.

Financing Infrastructure

Day Pitney's lawyers assist institutional lenders and investors to structure, negotiate and close financial transactions of many different kinds and virtually all sizes, including private placements, secured credit facilities, other asset-based and structured finance transactions, lease transactions, real estate financings, and project and acquisition financings.

Project Finance

Day Pitney has wide-ranging experience in the areas of project finance, including representation of developers, contractors, power purchasers, equity investors and lenders. We have been involved with projects utilizing energy production technologies, from the more traditional fossil fuel projects to hydroelectric, wood, coal, nuclear, refuse, geothermal and wind-powered facilities. These projects are located throughout the United States, including Alaska and Hawaii, and around the globe, including Europe, Asia, Latin America and the Middle East. We also have experience with debt and equity structures, including typical project finance, back-leveraged transactions, leveraged lease transactions and balance sheet financings.

Public Financing and Public-Private Partnerships

Day Pitney represents state, tribal, regional, and local governments, agencies and authorities that engage in tax-exempt and taxable bond, lease financing and other financing transactions. We also represent underwriters, conduit borrowers, corporate trustees, and banks and financial institutions that provide credit support in connection with these government financings. We advise our clients on the latest developments in tax, securities and finance law that impact their financing programs, draft legislation and complete financings from authorization to post-closing, and provide tax and securities law advice. We have addressed cutting-edge issues, including pension bonds, green bonds and foreign exchange-listed bond financings. Building on that experience, we represent issuers and private lenders in public-private partnership programs, including U.S. Department of Agriculture and U.S. Department of Energy guarantee programs and state "green bank" financings.

Experience

No aspect of this advertisement has been approved by the highest court of any state. Prior results do not guarantee a similar outcome.

Transportation

- Represented a national trucking company with multiple interstate warehousing and logistical terminals
- Represented a private developer in establishing a 3,000-plus-acre intermodal and distribution facility at the crossroads of the Canadian Pacific and BNSF rail lines
- Represented a short-line rail provider in establishing a propane intermodal rail and trucking facility in Massachusetts
- Represented a private developer concerning intermodal rail facilities in Massachusetts and Rhode Island
- Represented private developers in established and proposed mixed-use residential, retail and commercial rail-oriented projects
- Counsel to an operator of port facilities in Connecticut

Educational Facilities

- Served as counsel to academic institutions for the development of magnet schools, a performing arts center, and gymnasiums and other academic buildings, including brownfields redevelopment, construction and architectural contracts, ground leases, tax-exempt bond financings, land use applications, tax appeals, and asset management matters

- Represented a major educational/science nonprofit organization in connection with the development and construction of a $109 million internationally acclaimed science center, including drafting and negotiating construction and exhibit development agreements
- Represented several educational institutions with respect to construction management agreements for numerous building projects, including free-standing buildings, building additions and the development of a ground lease for a biotechnology park
- Represented a private-sector postsecondary educational institution based in Connecticut in its acquisition through a reverse triangular merger by another private-sector postsecondary group of schools in central Pennsylvania and northern Maryland

Water

- Represented a Connecticut water utility in connection with the largest sale on record of water company land
- Represented water companies in the negotiation of various contracts relating to extending water service to developers and contracts for the outsourcing of various services
- Counsel to the unregulated affiliate of a water company in establishing water and sewer line protection programs in a number of states
- Represented a municipal water and sewer authority in an appeal before the Connecticut Supreme Court concerning the methodology employed in connection with a supplemental sewer benefit assessment

Hospitals

- Represented a university hospital in the construction of a major addition to the hospital
- Represented a large integrated healthcare system as lead outside intellectual property counsel during the formation of its joint venture with a university, resulting in the creation of a larger health system in the Greater Philadelphia area
- Served as environmental counsel to a large hospital network on the major expansion of one of its facilities
- Assisted a community hospital with outsourcing its technology contracts
- Assisted with the negotiation of significant software agreements, including enterprise payroll and HR systems, electronic health record systems, a telecommunication platform, data arrangements, software and hosting agreements, and a host of other IT systems

Energy Facilities

Electric Generation

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- Represented a large northeastern utility in the sale of its fossil fuel and hydro generating units
- Represented a private infrastructure fund and an insurance company in the $415 million acquisition of a 49 percent interest in 37 operating wind, solar and battery storage assets and a 33 percent interest in 11 operating solar assets across the United States
- Represented the equity investor in an ongoing investment in 38 utility-scale solar projects with a total capacity of 356 MW

- Negotiated five groundbreaking offshore wind power purchase agreements, including regulatory approvals for those agreements, on behalf of purchasing utilities
- Served as counsel to debt and equity investors in the bankruptcy and liquidation of a large wind power project sponsor involving the restructuring of 11 projects in three states

Electric Transmission

- Assisting developers in a public-private partnership developing new transmission facilities in the Southwest United States for moving renewable energy to market
- Assisting a merchant transmission developer with a competitive 1,000 MW high-voltage direct current (HVDC) electric transmission line connecting Upstate New York to New York City
- Representing multiple financial supporters and transmission rights holders in 2,000 MW HVDC transmission facilities interconnecting New England and Quebec
- Representing a developer in Massachusetts with permitting/siting of transmission for a 1,200 MW offshore wind facility
- Represented wind developers in efforts to ensure that they retain the right to use long generator leads for their projects in light of the open access requirements of the Federal Power Act
- Served as lead outside counsel in a successful effort to obtain transmission rate incentives for the $6 billion Energy Gateway Transmission Project on behalf of one of the nation's largest electric utilities

Natural Gas

- Represented an energy company in compliance and regulatory matters concerning its FERC-regulated natural gas asset
- Counsel to an LNG company on FERC and U.S. Department of Energy regulatory matters
- Represented several FERC-regulated natural gas storage companies on certificate, audit, enforcement, rate and tariff matters
- Served as counsel to a state-regulated anchor shipper in the negotiation of transportation and negotiated rate agreements with two different interstate natural gas companies proposing pipeline expansion projects in the northeastern United States
- Represented an LNG company in conjunction with the regulatory and commercial issues associated with the commissioning and placing into service of a Gulf Coast LNG import terminal and its associated interstate natural gas pipeline
- Served as lead outside counsel to an electric utility in the negotiation of long-term natural gas transportation and supply agreements for a 637 MW combined-cycle, gas-fired power plant in Utah

Distributed Energy Resources

- Represented a large not-for-profit in its purchase of solar photovoltaic systems for multiple facilities
- Represented a competitive energy company in its $7.5 million sale of backup generators
- Drafted and negotiated an engineering, procurement and construction agreement for a distributed solar and battery storage project in Texas
- Represented a competitive energy company in the joint development of a demand response/battery storage program for commercial and industrial customers
- Represented a national hotel chain in a third-party program to make energy efficiency improvements to its properties

Construction Projects

- Represented a developer of large distribution facilities located in NJ and PA with respect to complicated design build contracts and master services agreement typically in excess of $20 million

- Represented a residential developer in the greater Boston area with respect to construction contracts
- Represented a large publically traded company with respect to the negotiation, drafting and bidding of a construction contract in excess of $120 million in connection with build out of world-wide headquarter facilities
- Represented several YMCA organizations with respect to construction of new facilities and related construction financing and bond activities
- Represented a large senior facility developer in the negotiation and drafting of construction contracts for facilities with contract amounts in excess of $30 million for each project
- Represented client in the formation of complicated joint venture arrangements and related construction contract for construction services to be provided by one member of the joint venture arrangement
- Represented a design/builder in connection with drafting and negotiation of design build contracts for various real estate classes

Financing Infrastructure

Project Finance

- Represented the lenders in the first transaction ever to close under the U.S. Department of Energy's program to guarantee third-party renewable energy loans, ultimately representing the lenders in deals with a total value of approximately $450 million
- Represented the construction/permanent lender to three distributed solar projects in Rhode Island and New York
- Served as counsel to the lenders in the purchase of $55 million in senior secured notes financing nine solar projects in North Carolina, Florida and Arizona
- Represented the borrower in the $21 million leveraged lease financing of a water treatment facility in Massachusetts.

Public Financing and Public-Private Partnerships

- Represented the lenders in the U.S. Department of Energy's program to guarantee third-party renewable energy loans
- Represented the conduit borrower in multiple industrial development authority bond financings for water treatment and transmission facilities
- Served as lead counsel to the owner and developer of a retail, restaurant, office space and apartment project involving a public-private partnership with the town requiring special service district tax and municipal bonds and a development agreement with the town for the acquisition of public land and the construction of public infrastructure
- Represented a town in the development of a mixed-use town center requiring the preparation and negotiation of a development agreement and a parking lease and parking management agreement with private developers, and advising on the use of tax assessment fixing agreements and state and federal grants for public infrastructure to accompany investment by the developers
- Served as counsel to the lender in a state green bank financing of a residential solar lease program