



Jeff M. Cohen

Partner

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OVERVIEW

Energy Project Development and Finance

Jeff Cohen focuses his practice on the development and financing of energy and infrastructure projects, with an emphasis on renewable energy project development. Jeff's experience in project development and finance includes the representation of developers, equity sponsors, financial institutions, borrowers, and sovereign governments in: (i) solar, (ii) solar + storage, (iii) battery storage, (iv) wind (onshore and offshore), (v) hydroelectric, (vi) , waste-to-energy, (vii) renewable fuels, (viii) hydrogen, (ix) liquefied natural gas, (x) fossil fuel, (xi) infrastructure, and (xii) mining projects. With respect to these projects, Jeff drafts and negotiates all key contractual arrangements including (i) EPC/construction, (ii) equipment procurement (including inverter and turbine supply), (iii) power purchase, (iv) off-take, (v) operation and maintenance, (vi) fuel supply, (vii) shareholder, (viii) joint venture, (ix) government support/implementation, and (x) guarantee agreements.

Privatizations/Public-Private Partnerships

Jeff has significant experience in privatizations, public-private partnerships (P3), and restructuring of state-owned assets (primarily electricity, oil, gas, mining, and telecommunications), representing the Governments of Guyana, India, Nigeria, Kazakhstan, and Seychelles in such initiatives. In connection with these sovereign representations, Jeff has been involved in several international arbitrations on behalf of non-US state-owned-enterprises in disputes with US domestic parties.

Telecommunications/Satellite

Jeff's telecommunications practice centers around representing US and non-US telecommunications enterprises in cross-border commercial transactions and disputes. Additionally, he has represented clients in transactions involving global fixed satellite services, mobile satellite services, radio and television stations, newspapers, and cable television operations.

Corporate/M&A

Jeff's extensive business law and transactional experience includes corporate finance, angel and venture capital round financings, entity formation and maintenance, corporate reorganizations, corporate governance, and the drafting and negotiation of a variety of commercial agreements, including leases, licenses, oil and natural gas purchases and sales, shareholder, and limited liability company operating agreements.

PROFESSIONAL BACKGROUND

Prior to joining the firm, Jeff was a partner in the Washington, D.C. office of another international law firm.

EDUCATION

- J.D., George Washington University Law School
- B.A., State University of New York at Albany

ADMISSIONS

- Bar of District of Columbia

LANGUAGES

- Spanish

THOUGHT LEADERSHIP *POWERED BY HUB*

- 25 April 2022, Offshore Wind Handbook
- 18 October 2018, BUILDING BRIDGES VI: Financing Public Infrastructure in North America: Myths,
- 28 August 2017, Renewable Fuel Standard – RIN Roundup

OTHER PUBLICATIONS

- “Legal Hurdles and Current Prospects of the Trans Mountain Pipeline Expansion,” *Rocky Mountain Mineral Law Foundation*, 2019

NEWS & EVENTS

- 2-3 November 2021, ESG for Renewable Energy Financing, hosted by Infocast Master Class
- 23 February 2017, K&L Gates Advises Kacific Broadband Satellites on US\$147 Million Financing of New Satellite Order

MEDIA MENTIONS

- Mentioned, “CleanCapital’s Acquisition of 37 MW Solar Project on Guam,” *Global Legal Chronicle*, 28 July 2022

AREAS OF FOCUS

- Power
- Construction and Infrastructure
- Construction and Infrastructure Dispute Resolution
- Construction and Infrastructure Project Funding
- Emerging Growth and Venture Capital
- International Arbitration
- Mergers and Acquisitions
- Mining and Metals
- Offshore Construction
- Offshore Wind Energy
- Oil and Gas
- Private Equity Transactions
- Rail and Roads
- Renewables
- U.S. National Security Law and Policy

INDUSTRIES

- Energy
- Financial Services
- Power Generation and Transmission
- Private Equity
- Utilities

REPRESENTATIVE EXPERIENCE

Solar

- Advised a multi-family commercial real estate investor on its acquisition of a portfolio of solar energy projects in Pennsylvania

- Advised a multinational solar power developer in the development of Master Services Agreements and Equipment Procurement Agreements with respect to its global solar equipment procurement
- Advised a private fund with respect to the purchase of two solar energy farms in Beaver County, Pennsylvania, as well as with respect to the construction and operation of the projects
- Represented a solar power developer in the purchase and development of a solar facility in Guam, as well as the associated construction financing for the facility
- Advised an international project developer to develop utility-scale solar projects on tribal lands in the western United States in an effort to bring economic development to underserved Native American communities and renewable energy to the grid to support a clean energy transition
- Advised a public utility on its purchase under a build-transfer agreement of a 100 MW portion of a 300 MW wind farm, including a solar power array and a battery storage system to buy output and storage capacity from the infrastructure investor
- Advised a solar development client with respect to the development and tax equity financing of a series of community-based rooftop solar projects
- Represented a large domestic bank in the construction financing and the long-term, tax equity financing of a 55 MW utility-scale solar facility
- Represented a large domestic bank as a construction lender and tax equity investor in a long-term sale-leaseback transaction of two 10 MW PV projects to provide power to a major Southwestern utility
- Represented a US-based developer in the financing of (200 MW +) of solar facilities in Ghana, Morocco, and Ethiopia
- Represented participants in a series (6 MW) of rooftop PV projects in New Jersey
- Represented a venture fund, as a lender, in a secured term loan facility to a solar installation company in New York
- Represented a project developer in connection with the project financing of a solar power producing facility in the Dominican Republic

Wind (Onshore/Offshore)

- Represented a private equity investor in the purchase of wind turbines and an EPC Agreement for a wind energy project in Nevada
- Advised a joint venture client in the negotiation of a joint development agreement with a New Jersey utility for the development of a hydrogen pilot project, including assessing potential regulatory requirements, as part of the client's overall development of an offshore wind facility
- Represented an investor-owned utility in connection with the financing of a 50 MW wind-powered electric generating facility and a 30 MW power purchase agreement

- Represented a project developer in connection with the project financing of a wind power producing facility in Mexico
- Advised a utility regarding the potential development of an offshore wind project in the state of Georgia. Representation included advice on lease application for meteorological data assessment station from the Bureau of Ocean Management and potential leases
- Advised an energy service company on the acquisition of development rights in an 8 MW offshore wind project on Cape Cod and subsequent EPC and O&M negotiations

Battery Storage/Fuel Cells

- Represented a California respiratory hospital in the development and financing of a fuel cell/ battery storage facility on the hospital's premises
- Represented a manufacturer of optoelectronic components for use in high-power lasers, optical amplifiers, and related equipment for terrestrial and submarine communications in the development of fuel cell facilities at multiple manufacturing facilities in Pennsylvania
- Represented a producer of engineered materials for application in communications, aerospace, defense, and life sciences in the development of a fuel cell system at a manufacturing facility in Pennsylvania
- Represented a major renewable energy developer in the negotiation and closing of a term loan to an 8.8 MW/40.8 MWh energy storage project in Ontario, Canada

Hydroelectric

- Represented a South American government in the development and financing of a 350 MW hydro-electric generating facility, including a 200 mile transmission line

Geothermal

- Represented a project developer in connection with the project financing of a geothermal energy-producing facility in St. Kitts & Nevis

Hydrogen/Biofuels

- Advised a project developer in all aspects of the development of a portfolio of biogas facilities (utilizing anaerobic digesters) at dairies in Kansas and Idaho, including feedstock, construction, and operation agreements
- Advised a project developer with respect to its proposal to construct a power generating facility at Joint Base Pearl Harbor in Hawaii, as well as all fuel supply and fuel transportation arrangements for the facility
- Represented a multinational energy corporation as an equity investor in the development of a portfolio of dairy digester projects and monetization of RIN and LCFS credits for dairy biomethane projects in California's San Joaquin Valley
- Represented a biodiesel company in US\$10 million secured financing to facilitate the acquisition of biodiesel feedstock and working capital needs, including drafting and negotiating debt, security, and sponsor support agreements

- Represented an international bank in connection with the financing of a cellulosic ethanol plant in North Carolina
- Represented an Australia-based investment bank in connection with its investment in an ethanol production facility in Pennsylvania

Construction Financing

- Advised a utility client in all aspects of the construction financing of a 180 mile transmission line in the State of Indiana

Privatization/Public-Private Partnerships

- Advised an African government on the drafting of a new Petroleum Industry Bill, including extensive on-site work with the Senate and House of Representatives
- Advised an African government on the analysis and drafting of new offshore oil and gas regulations

Fossil Fuels

- Represented an independent power producer in connection with the restructuring of its ownership and operations of a coal-fired power plant in Montana

Satellite/Space Law/Telecommunications

- Advised a Singapore-based broadband satellite provider with all aspects of its deployment of a K band satellite, including launch and payload agreements, as well as financing, regulatory, and international space law matters
- Represented a Vietnamese state-owned enterprise in a dispute regarding telecommunications investments in Colorado and California
- Represented a Cambodian state-owned enterprise in a dispute regarding a telecommunications investment in New York
- Represent a satellite regulatory oversight organization in a dispute over funding with INTELSAT pursuant to an ICC arbitration

ESG

- Represented a Hong Kong-based utility in a series of investments in Delaware-based ESG investment funds
- Advised a Vietnamese state-owned enterprise in the purchase of several California-based dairy farms

Mining

- Advised client at an early stage of development of a platinum mine, including project financing and various project-related matters
- Represented a Chinese state-owned enterprise in connection with its purchase of three coal mining companies in West Virginia
- Represented a private equity investor in connection with an investment in mining rights in Liberia

- Represented a private investor in connection with an investment in mining rights in the Democratic Republic of the Congo

Waste-to-Energy

- Represented a project developer in connection with the development and project financing of a waste-to-energy producing facility in Puerto Rico

Oil & Gas

- Represented a Chinese state-owned enterprise in connection with its investment in oil and gas fields in California

Commodities/Foreign Exchange

- Advised an Australia-based investment bank in the sale of its global cotton trading business
- Advised an Australia-based investment bank in the purchase of foreign exchange brokerage businesses in Illinois and Missouri
- Advised an Australia-based investment bank in its investment in a grain trading business

Shipping

- Represented the pension plan of a publicly-traded telecommunications company in connection with a majority investment in two privately-held dry bulk shipping companies in Hong Kong and Singapore

Aviation

- Represented an Australia-based investment bank in connection with the purchase of an aviation jet card business