

**John Lamberski**

**Mercer Thompson llc**

191 Peachtree Street, N.E., Suite 4410

Atlanta, Georgia 30303

Direct Dial: (404) 577-4205

[jmlamberski@mercerthompson.com](mailto:jmlamberski@mercerthompson.com)

# PROFESSIONAL EXPERIENCE:

* Principal, Mercer Thompson LLC, July 2009-Present
* Partner, Troutman Sanders LLP, 1994-2009
* Associate, Troutman Sanders LLP, 1987-1993
* Staff Attorney, New York Power Authority, 1983-1987
* Licensing Engineer / Manager, N.Y. Power Authority, 1979-1983
* Licensing Engineer, Burns & Roe, 1977-1979
* Construction Engineer, General Dynamics, 1975-1977

HONORS:

* Chambers USA– Ranked Lawyer, Band 2, Energy Law (Georgia, 2020)
* Best Lawyers in America – Energy Law (2013 - present)

BIOGRAPHY: For over 35 years, John Lamberski has advised electric utility companies in a wide variety of complex transactional matters. His expertise centers on the generation of electric energy from facilities of all fuel sources, including wind, solar, biomass, natural gas, coal and nuclear. The breadth of John’s transactional expertise includes M&A of power facilities (including in early-phase development and post-COD), the engineering, procurement and construction (EPC) of generating facilities, the purchase and sale of capacity, energy, renewable energy credits and ancillary services through power purchase agreements (PPAs), the development and implementation of requests for proposals for each of the foregoing, operation and maintenance agreements, co-ownership arrangements, long term service agreements and other transactions.

# REPRESENTATIVE ENGAGEMENTS – ACQUISITION OF RENEWABLE ENERGY PROJECTS:

* Counsel to a leading global energy asset investor in its initial acquisition of a 50% ownership interest in an existing 264 MW wind energy facility in West Virginia, including negotiation of the membership interest purchase and sale agreement (MIPSA). That transaction lead to a second transaction whereby the client acquired the remaining 50% interest in the project from a separate entity, which expanded John’s representation to the negotiation of a second MIPSA.

* Counsel to independent power provider (IPP) in its acquisition of a project company that owns a 300 MW wind energy facility in Oklahoma, including negotiation of the MIPSA and due diligence analysis of two 20-year PPAs between the project company and the utility off-takers. This was a unique and complex transaction because it required the take-out of project financing at COD and significant negotiations with the lenders were required over the terms and conditions of the MIPSA in order to minimize the lenders’ exposure to construction risks.
* Counsel to IPP in its acquisition of a project company that owns a 150 MW wind energy facility in Oklahoma, including negotiation of the MIPSA and due diligence analysis of three 20-year PPAs between the project company and the utility off-takers. This transaction was complex because it also involved the possibility that a third party would own the sister wind farm (described directly below) which is electrically connected to and shares common facilities with, this project. This necessitated the negotiation a set of common facility ownership and operating agreements.
* Counsel to IPP in its acquisition of a project company that owns a 150 MW wind energy facility in Oklahoma, including negotiation of the MIPSA and due diligence analysis of (a) a 20-year PPA between the project company and a utility off-taker and (b) a virtual (synthetic, fixed for floating) PPA between the project company and a corporate purchaser. The closing of this acquisition occurred upon notice to proceed of construction with the purchaser assuming construction risk, which was mitigated through a complex Construction Management Agreement whereby the seller/developer guaranteed certain levels of results (and thus bearing some construction risk), until the project achieved COD.
* Counsel to IPP in its acquisition of a project company that owns a 84 MW wind energy facility in Maine, including negotiation of the MIPSA and due diligence analysis of the 15-year PPA between the project company and the utility off-taker.
* Counsel to IPP in its acquisition of two project companies that own a combined 100 MW of PV solar energy facilities in Georgia, including negotiation of the MIPSA and the EPC agreement to complete the project.
* Counsel to IPP in its acquisition of a project company that owns a 20 MW PV solar energy facility in California, including negotiation of the MIPSA and due diligence analysis of the 20-year PPA between the project company and the utility off-taker.
* Counsel to IPP in its acquisition of a project company that owns a 30 MW PV solar energy facility in Nevada, including negotiation of the MIPSA and due diligence analysis of the 25-year PPA between the project company and the utility off-taker.
* Counsel to IPP in its acquisition of a project company that owns a 20 MW PV solar energy facility in Nevada, including negotiation of the MIPSA and due diligence analysis of the 25-year PPA between the project company and the utility off-taker.

# REPRESENTATIVE ENGAGEMENTS – SALES/ACQUISITIONS OF FOSSIL-FIRED POWER PROJECTS:

* Counsel to Wisconsin Electric Power Company in connection with the sale of its minority ownership interest in the Edgewater Unit 5 coal-fired generating plant, including negotiation of the purchase and sale agreement.
* Counsel to a large investor-owned utility company in connection with the acquisition of two project companies that respectively own (1) an operating 375 MW natural gas-fired generating facility in MISO, and (2) an adjacent 345 MW natural gas-fired project under construction, including negotiation of the purchase and sale agreement and due diligence analysis of two PPAs between the project companies and the utility off-taker.

* Counsel to Wisconsin Electric Power Company regarding the sale of the Point Beach Nuclear Power Plantand the negotiation of a long term PPA with the new plant owner, including the development of a co-ownership structure as an alternative to a sale of a 100% ownership interest.

POWER PURCHASE AGREEMENT EXPERIENCE:

* As described above, John has extensive experience assisting clients with the due diligence analysis of PPAs (including virtual PPAs) for both renewable energy projects and fossil-fired projects, including with respect to numerous projects that his clients evaluated but did not acquire for various reasons. In addition, John has extensive experience structuring, drafting and negotiating PPAs of all varieties for utility and IPP clients, including tolling arrangements, non-tolling arrangements, firm (LD) sales, unit contingent sales, block sales, system sales and all-requirements sales, and covering power generating facilities of all types, including natural gas, coal, nuclear and renewable resources (including wind, solar and biomass). John has also drafted and negotiated stand-alone renewable energy credit agreements for his clients.

# SPEECHES AND PUBLICATIONS:

* Presenter of “New Nuclear Construction - The Basics of Risk Allocation Among Multiple Co-Owners” at the October 2012 Fourth Annual Nuclear Construction Summit (Charlotte, NC)
* Presenter during the June 8, 2011 teleconference “Negotiating Power Purchase Agreements for Renewable Energy Projects”
* [“EPC Agreement Pricing Issues in First of a Kind Power Plant Projects,”](http://www.mercerthompson.com/files/EPC_Agreement_Pricing_Issues_in_First_of_a_Kind_Power_Plant_Projects.pdf) *The* *Voice Construction Users Roundtable Magazine* (Fall 2012)
* [“Turnkey Nuclear Power Plant EPC Agreements: The Case for Price Certainty,”](http://www.mercerthompson.com/articles/turkey/) *Nuclear Power International Magazine* (June 2008)

# EDUCATION:

* + Seton Hall University School of Law (J.D., 1983)
  + New Jersey Institute of Technology (B.S. Civil Engineering, 1975)

# BAR MEMBERSHIPS:

* + State Bar of Georgia
  + State Bar of New York
  + State Bar of New Jersey