Andrew D. Schifrin

Partner

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OVERVIEW

Andrew has practiced law for more than 25 years. He focuses his practice on infrastructure and energy-related projects, including project development and finance, as well as mergers and acquisitions. Andrew represents a broad range of industry participants, including investors, developers/sponsors, power plant owners, industrial and commercial concerns, lenders and other financial institutions, energy marketing and management companies, manufacturers, and service providers.

He has drafted, negotiated, analyzed, and restructured the full panoply of agreements for projects, including those related to infrastructure and power plant development; mergers and acquisitions; joint ventures and investments; off-take agreements (including project agreements [PPP], wholesale and retail power purchase agreements [PPAs], tolling arrangements, capacity sales agreements, virtual PPAs thermal energy sales and water purchase); operation and maintenance; long-term service agreements; interconnection; fuel supply and storage; transmission; engineering, procurement and construction (EPC); design, build, finance and operation agreements; and other contracts associated with the development, acquisition, servicing and operation of infrastructure projects and electric, thermal, and desalination plants.

With respect to power, Andrew has extensive experience with a wide variety of power generation technologies, including gas, coal, oil, hydroelectric, wind, solar, biomass, waste-to-energy, cogeneration, fuel cells, and other renewable and nonrenewable technologies.

In recent years, Andrew has assisted clients with their development of numerous renewable energy and battery storage facilities, helping clients with dozens of utility scale facilities

REPRESENTATIVE MATTERS

- Represented Competitive Power Ventures with respect to its development of numerous projects and the financing thereof, including:
  - CPV Shay, a proposed 1.8 GW carbon capture and sequestration project that is being planned for West Virginia.
  - CPV Stagecoach, a proposed 80 MW solar project in Georgia, including some of the first corporate virtual PPAs in a non-ISO market.
  - CPV Rogue’s Wind, a proposed 112 MW wind project with a physical PPA, located in Pennsylvania.
  - CPV Maple Hill Solar, a proposed 100 MW solar facility in Pennsylvania with REC Contract and corporate

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virtual PPA.
    - CPV Keenan II, a 152 MW wind farm located in Oklahoma in PPA negotiations with Oklahoma Gas and Electric Company, O&M, and on other key project agreements.
    - CPV Cimarron II, a 140 MW Project in Gray County, KS, including PPAs with KCPL and other key project agreements.
- Represented Plus Power on tolling agreements for two storage projects in Arizona, one with a 250 MW/1000MWh lithium ion battery and the other with a 75MW/300 MWh lithium ion battery storage project.
- Represented SunCode with all aspects of its 30MW/120MWh Holtville BESS Project located in California, including battery storage tolling services agreement with IID; BESS Supply, and other project agreements, as well as the sale of the project.
- Represented NextEra with its first virtual PPA in PJM.
- Represented Cutlass Solar II, a 272 MW solar project in Texas owned by affiliates of Sabanci, in connection with a virtual PPA with Constellation.
- Represented Hermiston Generating Company, a 480 MW gas-fired power plant located in Hermiston, OR, with a gas-to-power tolling agreement with Shell Energy North America, and a separate agreement to replace the harps on its heat recovery steam generator..
- Represented Sunpin in drafting and negotiating an EPC Agreement for the S Line, a 230 kV 18-mile single circuit transmission project, running from the El Centro Substation to the Imperial Valley Substation and located in California.
- Represented Cardinal Point LLC, a subsidiary of Capital Power and EPCOR, in connection with its development of a 150 MW wind farm in Illinois. Andrew led the negotiations of the turbine supply agreement (which was structured as a safe harbor TSA) and the full services agreement (LTSA) with the GE and worked with Capital Power's in-house counsel on the EPC agreement. The project expects to commence commercial operation by the end of 2019.
- Represented private equity fund, Hull Street Energy, in its agreement to purchase from affiliates of Arclight, the 586 MW Sunrise Power Plant, a gas-fired CCGT located in California.
- Represented Gaz et L'Energie S.A.C., in connection with its development of the Humay Project, a 500 MW combined cycle gas-fired generating project in the Ica Region of Peru using J-Class technology. Andrew serves as lead development counsel and has led efforts with respect to the project's securing of development financing from the OEM, negotiating the EPC, turbine supply, LTSA, and other project agreements. This project is expected to commence commercial operation in 2021.
- Represented private equity fund, Hull Street Energy, in its acquisition from BlackRock's Global Energy & Power Infrastructure Fund I (approx. 92%) and from Osaka Gas (approx. 8%) of the Crockett Cogeneration Facility (approx. 8%), a 247MW combined cycle gas cogenerating facility located in California.
- Represented Mesquite Creek Wind, a subsidiary of Sumitomo Corporation of Americas and BNB Renewable Energy, in connection with the development and project financing of a 201 MW wind project in Texas. Andrew acted as lead project counsel and was responsible in representing Mesquite Creek in the negotiation and documentation of all the major project contracts for the wind project, including four separate off-take arrangements (including PPAs, hedges, and CFDs with Mars and BP), a turbine supply agreement with GE, an EPC agreement with Blattner Energy, three operations, and maintenance agreements (a full service agreement, an operation support agreement, and a balance-of plant agreement), and other key project documents.
- Represented Hull Street Energy, in connection with its purchase Bayswater and Jamaica Bay, two peakers in Queens, NY that have a long-term PPA with the Long Island Power Authority (LIPA).
- Represented Hull Street Energy in acquiring the 84MW Al Pierce facility, a fast start dual-fueled power generation facility in Wallingford, CT.
- Represented the owners of the 750 MW West Deptford Facility, a gas-fired power plant in New Jersey, in connection with an Asset Management Agreement and a Shared Facilities Agreement with LS Power.
- Represented numerous paper companies in connection with purchases and sales of electricity and thermal energy, from utilities and other generators, to satisfy their significant energy needs.
- Represented Pittsfield Generating Company, a 180 MW gas-fired power generating facility in Pittsfield, MA in

connection with the restructuring of its gas transportation agreement with Berkshire Gas Company, and the purchase of BFALP, the owner of a 6.9 mile pipeline between Pittsfield's power plant and the Tennessee Gas Pipeline.

- Represented Syncora Guarantee Inc., in connection with:
  - the financial restructuring of the $3.6 billion Reliance Rail Project — the largest public private partnership in Australian history. Reliance Rail was to finance, manufacture, and maintain for a 30-year term, 626 suburban passenger train carriages for Sydney's rail network; and
  - partial synthetic commutation of Syncora's financial guarantees of more than $125 million of debt that were issued in connection with the financing of the 151 MW coal-fired Redbank Power Project located in New South Wales, Australia.
- Represented BP, in a joint venture to develop, own, and operate a 525 MW cogeneration facility at BP's largest North American refinery and chemical complex, including negotiation of unique electric and thermal energy sales agreements, and services agreements, between the joint venture and BP/BP Chemicals.
- Represented the owner of a cogeneration facility in connection with its sale of electric and thermal energy to Coors Brewing Company, from an inside the fence cogeneration facility located in Golden, CO.
- Represented Wood Group Power Operations, in connection with:
  - the acquisition of its interest in, and providing long-term operation and maintenance (O&M) services for, two coal-fired cogeneration facilities located in North Carolina; and
  - the provision of O&M services for the Panoche Energy Center in Fresno, CA, a 400 MW peaking facility that uses GE's LMS 100 technology.
- Represented NB Power, in connection with its agreement to purchase power generated by the Mars Hill Wind Facility (owned by UPC Wind) in Maine.
- Represented Greenfield Energy Centre LP, a limited partnership formed by Calpine Canada Power and Mitsui Power Canada LP, in the development and financing of a 1015 MW gas-fired generating facility in Courtright, Ontario, including negotiation of key project documents, such as the PPA and O&M services; scheduled maintenance (LTSA); and energy management, gas supply, and storage agreements.
- Represented Home Depot, with respect to its purchases of electricity from a competitive supplier, for all the Home Depot stores and facilities in the state of Texas.
- Represented The Houston Astros, in connection with the purchase of electric and thermal energy from a cogeneration facility, for use in its baseball stadium.
- Represented Countryside Power Income Fund, in its US $95 million acquisition from Rockland Capital of Ripon Power, LLC, the owner of two qualifying cogeneration facilities located in California.
- Represented XL Capital Assurance, in its participation in the financing of the Golden Ears Bridge, a CDN $1.1 billion PPP project in British Columbia, which was the first major direct involvement by a monoline insurer with a Canadian-based infrastructure project. The project won several awards, including "Global Deal of the Year" from *Infrastructure Journal* and "North American Deal of the Year" from Project Finance International.
- Represented Attala Generating Company, the owner of a financially distressed 525 MW gas-fired power project in Attala, MS (part of the PGE New England Generating system), in negotiations for the restructuring of key project documents, including power sales, operations and maintenance, energy management and marketing, fuel management, and other agreements.
- Represented numerous hydroelectric projects throughout the northeastern U.S., in connection with:
  - the negotiation and restructuring of various project documents (including long-term power sales agreements and short-term sales into ISOs, as well as interconnection, operation, and maintenance agreements);
  - disputes with utility purchasers before state public utility commissions; and
  - acquisitions and dispositions of partnership interests, project financings, and other matters.
- Represented RedRock Power Partners, in its development of a 50 MW gas-fired power plant in Freeport, NY, including sales to the Long Island Power Authority.

AWARDS

- *Legal 500 United States*: Energy: Energy Transactions: Electric Power (2024-2026)
- Thomson Reuters Stand-out Lawyer (2022-2024) – independently rated lawyers
- *Best Lawyers in America*®: Energy Law (2016-2027)
- Recognized by Super Lawyers in the areas of Projects and Energy and Natural Resources

TOP AREAS OF FOCUS

- Energy
- Mergers + Acquisitions
- Oil + Gas
- Renewable Energy

ALL AREAS OF FOCUS

- Conventional Power
- Energy
- Energy Construction
- Energy Storage
- Energy Transition
- Litigation + Trial
- Mergers + Acquisitions
- Oil + Gas
- Renewable Energy

PROFESSIONAL/COMMUNITY INVOLVEMENT

- Treasurer, Chappaqua Boy Scout Troop 2

EDUCATION AND CERTIFICATIONS

EDUCATION

- New York University School of Law, J.D., 1989
- Cornell University, B.S., 1986

BAR ADMISSIONS

- Massachusetts
- New York

SPEAKING ENGAGEMENTS

- Andrew has been a frequent lecturer on topics important to the power industry. For eight years, he spoke biannually at “Project Finance: The Tutorial.” He also has spoken at the American Bar Association’s Annual Meeting, the Power Asset Acquisition & Acquisition Divestiture Summit, the Southeast Energy Buyer’s Conference, the Fifth Annual Power Industry Forum and the Sixth Annual Power Industry Forum, the World

Bank's 2015 Powering Africa on trends in Off-take Arrangements for International Power Projects.

- Moderator, "Outlook for the Thermal Generation Markets in 2026," Infocast Projects & Money, January 13, 2026.
- Moderator, "Troutman Sanders Partners to Present at Infocast's Mid-Atlantic Renewable Energy Summit," Infocast Mid-Atlantic Renewable Energy Summit, July 17-19, 2019.
- Moderator, "Infocast Mid-Atlantic Power Market Summit," October 23-25, 2017.

PUBLICATIONS

- "How We Can Help Corporate Renewables Off-takes Take Off," *RECHARGE*, May 2016.
- Co-author, "Long-term PPAs," *Electric Light & Power*, September/October 2009.
- Co-author, "Pragmatic Environmental Diligence Needed to Stay Competitive in Acquisition Race," *Natural Gas & Electricity*, April 2007.