Brian C. Harms

Partner

Atlanta

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Brian is a trusted advisor counseling energy clients on critical and complex transactional matters. He provides strategic advice, as well as straightforward and creative solutions to risk allocation issues.

OVERVIEW

Brian is an energy transactional partner in the firm's Atlanta office, focusing primarily on energy and renewable energy project development and finance, as well as on the trading, hedging, and marketing of energy products. He represents energy companies in a variety of matters, from larger and more complex financings, project development, and acquisitions to procurement, construction, and services contracts, in addition to a niche practice in the energy trading and derivatives fields. Brian blends technical and commercial understanding and practical advice based on his extensive experience in all aspects of the energy industry, allowing his clients to take advantage of opportunities while overcoming or mitigating challenges.

REPRESENTATIVE MATTERS

Ownership Structuring and Mergers and Acquisitions

- Provided ownership structuring and other transactional advice with respect to the development and tax equity financing of first-of-its-kind co-located battery storage at two operating solar facilities, totaling more than 200 MW of storage capacity.
- Provided strategic reorganization, tax advice, and extensive due diligence to a public utility holding company and its independent power provider subsidiary in the reorganization and tax equity financing of a portfolio of wind assets totaling eight projects and approximately 1,400 MW of wind capacity, located in the Great Plains and southwestern U.S.
- Represented a public utility holding company and its renewable energy subsidiary in the acquisition of an approximately 118 MW wind-powered electric generating project in Oklahoma, including negotiation of the turbine supply agreement and BOP EPC agreements.
- Provided strategic reorganization, tax advice, and extensive due diligence to a public utility holding company and its independent power provider subsidiary in the reorganization and sale of a minority interest in a portfolio of solar assets totaling more than 26 projects and approximately 1,600 MW of solar capacity located in the southeastern, western, and southwestern U.S.
- Represented a public utility holding company and its renewable energy subsidiary in the acquisition of numerous solar projects built, owned and operated in the western, southwestern, and southeastern United

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States totaling more than 1,500 MW of solar capacity. Many of the projects included an eventual tax-benefit-based joint venture structure. In all such transitions, the team provided strategic and tax advice and structuring of company ownership arrangements; due diligence, drafting and negotiation of acquisition and company agreements, including shared facilities arrangements; review and due diligence of PPA, EPC, O&M and other agreements; and review or preparation of other ancillary documentation with the energy holding company.

- Represented a sponsor company in the acquisition of portfolios of residential solar projects subject to tax equity, including the negotiation and finalization of a purchase and sale agreement and ancillary documents, due diligence, and financing of the acquisition along with strategic structuring advice.

Project Development and Construction

- Routinely advise clients as to the contractual provisions of construction, service, fuel, and other agreements with respect to force majeure and other claims, including with respect to COVID-19 and supply issues, and work with the construction and commercial litigation teams on strategy and ultimate resolution of disputes related thereto.
- Represented a renewable energy developer in the structuring and negotiation with multiple counterparties of master supply agreements, safe harbor product supply agreements and resulting project specific supply agreements for the purchase of solar trackers and related equipment. Represented solar developer in safe harboring solar equipment for use in hundreds of MW of projects over a four-year period, including negotiation of purchase agreements and tax-required segregation and processing.
- Represented a public utility company in the negotiation of an EPC agreement and O&M services agreement relating to the construction, integration, and servicing of an approximately 100 MW battery storage system with an approximately 150 MW solar photovoltaic electric generating facility.

Utility-Focused and Transmission-Related Transactions

- Drafted and negotiated the Accelerated Storage Addition Program (ASAP) Battery Energy Storage System (BESS) Standard Offer Agreement for existing generators in Puerto Rico. This included the agreement, term sheet, exhibits, and ancillary documents; coordination with local counsel; and negotiation with generators.
- Drafted, negotiated, and finalized Energy Storage Agreements, Power Purchase Agreements, and Engineering, Procurement, and Construction contracts for approximately 100MW of solar capacity and 250MW of storage capacity in response to a capacity procurement RFP.
- Represented an independent developer with its 214-mile, 500-kV transmission line project connecting Utah and Nevada as being part of the first phase to receive facilitation through the DOE Transmission Facilitation Program. Counsel was provided on transactional, regulatory (FERC), and government contracting matters, the services of which included preparing the Facilitation Agreement and ancillary documentation.
- Represented a Southwestern public utility company with the sale of undivided ownership interests in generation and other assets totaling more than 250 MW of coal-fired generation, including negotiation of purchase and sale agreement and strategic advice on reclamation obligations, right of first refusal issues, seasonal operations, and other unique deal structuring points.
- Represented a public utility company in its exit from leases for an approximately 114 MW generating interest in a nuclear generating station, the sale of related generating and transmission assets, and the structuring of ongoing decommissioning obligations.
- Represented a Southwestern public utility company in joint negotiations with a developer and renewable energy transmission authority for the development and construction of an approximately 165-mile 345kV transmission line that would allow the transmission of more than 300 MW of wind power generation into New Mexico through a build-transfer agreement structure, including negotiation and finalization of BTA, as well as other ancillary documentation and strategic regulatory advice based on a unique incremental rate structure.
- Represented a Southwestern public utility company with the acquisition of an approximate 300 MW wind project through a build-transfer agreement structure, including negotiation and finalization of BTA, EPC and other ancillary documentation and strategic structuring advice.
- Served as counsel for a public utility company in connection with the development of new nuclear generating

units. The representation included drafting and negotiating a development agreement and co-owner agreements, including construction and ownership and operating agreements, cost allocation procedures, and ancillary documentation relating to the ownership and operation of the nuclear units.

Offtake Structuring

- Advised utility clients in the structuring of capacity and energy power purchase agreements and energy storage agreements to account for the capacity crunch totaling over five hundred MW.
- Serve as counsel for independent power providers, utilities, equipment manufacturers, industrial interests, individuals, and other companies with respect to financial derivatives (including interest rate swaps, foreign exchange transactions, and equity swaps), physical supply agreements, exchanges, clearing and broker agreements, and other structured products, specializing in the ISDA, EEI, and GISB/NAESB master agreements for hedging, purchases, and sales of commodities, including natural gas, electricity, coal, and fuel oil, in addition to weather derivatives and emissions trading, in both the European and U.S. markets. Representation includes both development of internal policies, development and negotiation of documentation, and review of compliance requirements.
- Advise independent power providers and utilities in the development, negotiation, and finalization of power purchase agreements for different fuel types (natural gas, nuclear, renewable, etc.), unit and system sales, and varying levels of firmness.

AWARDS

- *Best Lawyers in America®:* Energy Law (2026-2027)
- *Chambers USA*: Energy & Natural Resources, Georgia (2024-2026)
- *Legal 500 United States* for Energy Transactions: Electric Power (2023, 2025)
- “Top Lawyer in Energy Law,” *GaBiz Magazine* (2026)
- Rising Star in Energy & Natural Resources, *Law & Politics* and *Atlanta Magazine* (2007, 2009-2015)

TOP AREAS OF FOCUS

- Energy
- Energy Storage
- Renewable Energy

ALL AREAS OF FOCUS

- Energy
- Energy Storage
- Oil + Gas
- Renewable Energy

PROFESSIONAL/COMMUNITY INVOLVEMENT

- State Bar of Georgia
- Board member, Georgia Appleseed Center for Law and Justice (2024)
- Adjunct professor, Emory Law School, Energy Law (Spring 2024)

EDUCATION AND CERTIFICATIONS

EDUCATION

- Cornell Law School, J.D., 2000, Law and Economics Scholar, John M. Olin Foundation; lead articles editor, *Cornell International Law Journal*
- Denison University, B.A., 1997

BAR ADMISSIONS

- Georgia

SPEAKING ENGAGEMENTS

- Speaker, "Building the Grid: Aligning Utilities and Developers on the Next Wave of Transmission," *Energy Law Insights*, June 10, 2026.
- Speaker, "The Vital Importance of Pipeline and Transmission Infrastructure to Decarbonization," *Energy Law Insights*, February 14, 2024.
- Speaker, "The Continuing Impact of Coal Ash," *Energy Law Insights*, January 31, 2024.
- Speaker, "The Capacity Crunch, Part One: Reliability and Decarbonization in the Short Term," *Energy Law Insights*, January 9, 2024.
- Speaker, "The Challenges and Opportunities of Interconnection and Transmission of Renewable Energy," *Energy Law Insights*, June 23, 2023.