



MCNEES WALLACE & NURICK LLC

Established in 1935, McNees is a full-service law firm comprised of more than 130 attorneys and 125 administrative staff with offices in Harrisburg, Lancaster, State College, Scranton and York, PA; D.C.; Frederick, MD and Columbus, OH. We provide service to our global client base with a comprehensive range of legal services tailored to meet the legal priorities and unique needs of businesses, public entities, educational institutions and individuals.

In the Community

McNees Wallace & Nurick LLC is committed to devoting our resources and skills to constantly improve the communities in which we do business. For the firm, this includes contributions to charitable organizations, sponsorship of charity events, and encouraging employees to contribute to the United Way through payroll deductions. Similarly, our attorneys and staff give generously of their personal time and talent to organizations in their own communities. All attorneys in the firm are encouraged to donate pro bono services, which they provide individually.

Diversity and Inclusion

McNees is committed to hiring and retaining people of diverse backgrounds, utilizing their talents and comprehensive experiences to provide legal services of the highest quality and to meet the full array of our clients' needs. As a result, women and minorities comprise 35% of the firm's ownership. Over 63% of McNees staff and attorneys are women and minorities. At McNees, we foster understanding, communication, and respect among all people regardless of race, gender, religion, age, sexual orientation, gender identity or expression, disability, or veteran status. We capitalize on the strengths of our diversity in creating a more vibrant workplace and firm culture, reflecting our community and, ultimately, enhancing the quality of our legal services.

As a leader in our communities and our profession, we also seek to extend our commitment to inclusiveness and diversity beyond our own firm. We have established and led the Dauphin County Bar Association's Equal Professional Opportunity Committee and the Capital Area Managing Partners (CAMP) Diversity Initiative, an organization dedicated to the goal of significantly increasing the number of minority lawyers who practice in the Capital Region.

ALFA International

McNees Wallace & Nurick LLC is a member of the ALFA International legal network. The ALFA network is comprised of 125 law firms with nearly 300 offices throughout the United States and around the World. The 85 U.S. firms and 40 international members employ over 8,000 lawyers and 10,000 legal support staff. As an ALFA member, McNees Wallace & Nurick LLC is able to draw upon the vast resources of the network's membership to better serve its clients. ALFA affiliation also facilitates and expedites the retention of outstanding counsel in unfamiliar jurisdictions, another significant client benefit. More information about the ALFA legal network can be found at www.alfainternational.com.

McNees Practice Areas

- Appellate Law and Post Trial
- Automotive Dealership Law
- Charitable & Non-Profit
- Class Action Defense
- Construction Law
- Corporate & Tax Law
- Education Law
- Eminent Domain Law
- Employee Benefits
- Energy and Environmental Law
- Environmental Law
- Esports
- Estate Planning
- Family and Collaborative Law
- Financial Services
- Food & Beverage Law
- Government Relations
- Healthcare Law
- Injunction
- Insurance Law
- Intellectual Property Law
- International Law
- Labor and Employment
- Litigation
- Mergers and Acquisitions Law
- Oil & Natural Gas
- Orphans' Court Litigation
- Patent
- Personal Injury
- Pipeline & Oil/Gas Infrastructure
- Privacy & Data Security
- Public Finance
- Real Estate
- Securities Law
- State and Local Tax
- Transportation, Distribution and Logistics
- Venture Capital
- White Collar Defense Law & Internal Investigations



McNees Energy & Environmental Law

Significant and frequent changes in the energy and communications industries continue to challenge businesses of all sizes and all types, particularly in these difficult economic times. Changes in legislation and regulation have a residual effect on the marketplace. Businesses need to understand the impacts and how to reflect and capitalize on these developments in planning corporate tactics. The Energy and Environmental Group provides counsel in addressing the business, regulatory, and legal needs of the energy industry. We focus on collaborating with you to achieve the best outcome for your business.

Energy and Utility Litigation – Administrative and Appellate

Our attorneys regularly practice before state utility commissions, the Federal Energy Regulatory Commission, and state and federal appellate courts. These proceedings frequently involve complex, multiparty litigation and dispute resolution processes. The substantive focus of these proceedings ranges from traditional utility rate cases, including electric, natural gas, water, wastewater and stormwater issues, to utility merger applications to cutting-edge development of rules for electricity and natural gas markets.

Energy Regulatory Counseling

Our attorneys and technical specialists provide counseling on complex energy regulatory matters, involving cutting-edge issues in electricity and natural gas markets. In addition, we provide support on complex matters involving electricity, natural gas, water, wastewater, and stormwater regulated delivery services. Clients rely on our experience to provide creative solutions and practical guidance to address complex regulatory challenges and to pursue opportunities in today's dynamic energy markets. We are active in the development and regulatory approvals of market rules and tariffs; we help clients understand how to manage their businesses accordingly.

Energy and Utility Compliance and Enforcement

Our attorneys capably handle enforcement matters, ranging from self-reported violations to informal and formal investigations initiated by a regulatory agency. We engage in all phases of non-public investigations, from initial responses to data requests, through meetings with regulatory commission staff, to settlement discussions and the development of mitigation plans. If settlement is not achieved, we are prepared to defend clients against allegations of violations or wrongful conduct in publicly litigated proceedings. We are equipped to conduct comprehensive risk assessments, which assess applicable regulatory standards, a client's individual business model, risk prioritization, and existing compliance protocols.

Energy Supply and Project Contracting

Our attorneys and technical specialists can assist with a variety of retail and wholesale procurement activities for electricity, natural gas and demand response. We can tailor our services to the budget, needs and internal resources of the individual client.

We can provide an integrated approach to your utility purchasing and energy strategy, or ala cart assistance for contracting, tariff analysis, technical studies and demand response. We are familiar with all major standardized natural gas and electricity contracts (e.g., EEL, NAESB, ISDA), as well as the primary retail electric and natural gas suppliers serving commercial, industrial and institutional customers in our markets.

On-Site Power Generation

We counsel clients seeking to develop on-site generation, including analysis of the costs and benefits involved in such projects, negotiation of contracts, and the selection of vendors through the development of requests for proposals. Our counsel has included combined heat and power projects, development of microgrids, and implementation of behind the meter projects for large commercial and industrial customers. After execution of the project, we continue our assistance through a focus on energy strategies in both the wholesale and retail markets.

Environmental and Toxic Tort Litigation

The McNees environmental practitioners are all skilled and experienced litigators who understand both the law and the science of environmental law and toxic tort litigation. They collectively have over 80 years of experience representing business and industry in a myriad of environmental law and toxic tort matters, including complex litigation before federal and state courts, and representation before the Pennsylvania Environmental Hearing Board and the United States Environmental Protection Agency Environmental Appeals Board.

McNees attorneys understand that environmental litigation can be a costly endeavor, and our objective is always to win in the most cost-effective way possible. We also understand that litigation is often part of a larger relationship between a regulated entity and governmental agency, and we pursue any litigation with an eye toward counseling clients on maintaining that relationship while vigorously defending or pursuing its legal rights. McNees environmental attorneys understand the complexities of environmental exposure and contamination cases, and have successfully defended actions and pursued appeals in cases involving testimony of dozens of expert witnesses. Recent cases include representing manufacturing concerns in groundwater contamination issues, solid waste permitting and disposal matters,



alleged exposure to vapors, beneficial use of solid wastes, alleged drinking water impacts, successful overturning of permit denials, supersedeas petitions, and mandamus actions due to inaction by governmental agencies, to name only a few.

Environmental Regulatory Compliance, Enforcement, and Permitting

McNees offers a full-service environmental counseling practice that covers the full range of federal, state, and local environmental laws and programs. We represent manufacturing concerns and businesses in all aspects of federal and state permitting, as well as municipalities on storm water and sewer issues. We regularly counsel manufacturing and developer clients on compliance issues, including not only permitting and governmental enforcement matters, but also preemptive efforts to ensure adherence to all regulations. McNees attorneys have extensive experience in permitting and compliance counseling in all major areas of environmental law, including waste, water, air, and wetlands, and enjoy excellent working relationships with regulators that provide the kind of access often needed to move projects through the permitting process. We represent clients in remediation matters, and have closed dozens of properties through Pennsylvania's Land Recycling (Act 2) programs, and the federal Resource Conservation and Recovery Act and Comprehensive Environmental Response, Compensation, and Liability Act.

Renewable Energy

Businesses are investing in renewable energy because it can make good business sense — reducing long-term operating costs, diversifying energy supply, and hedging against market volatility in traditional fuel markets. Savvy businesses are also looking for mechanisms to reduce their exposure to increasingly high demand charges; for some businesses, renewable energy may be the solution. Businesses are also motivated to invest in or purchase renewable energy to demonstrate corporate leadership on sustainability and climate commitments.

McNees attorneys have both broad and deep experience with advising numerous types of entities, from energy-intensive businesses to municipalities to hospitals and colleges, in achieving their renewable energy and sustainability objectives. We are experienced in navigating the federal and state requirements, as well as the regional transmission organization rules, in order to interconnect projects to the grid and to be positioned to benefit economically from the project. Our energy management specialists, comprising engineers and other energy professionals,

complement our attorneys with their sophisticated understanding of the physical infrastructure and the market dynamics.

Environmental Counseling On Transactions and Risk Management

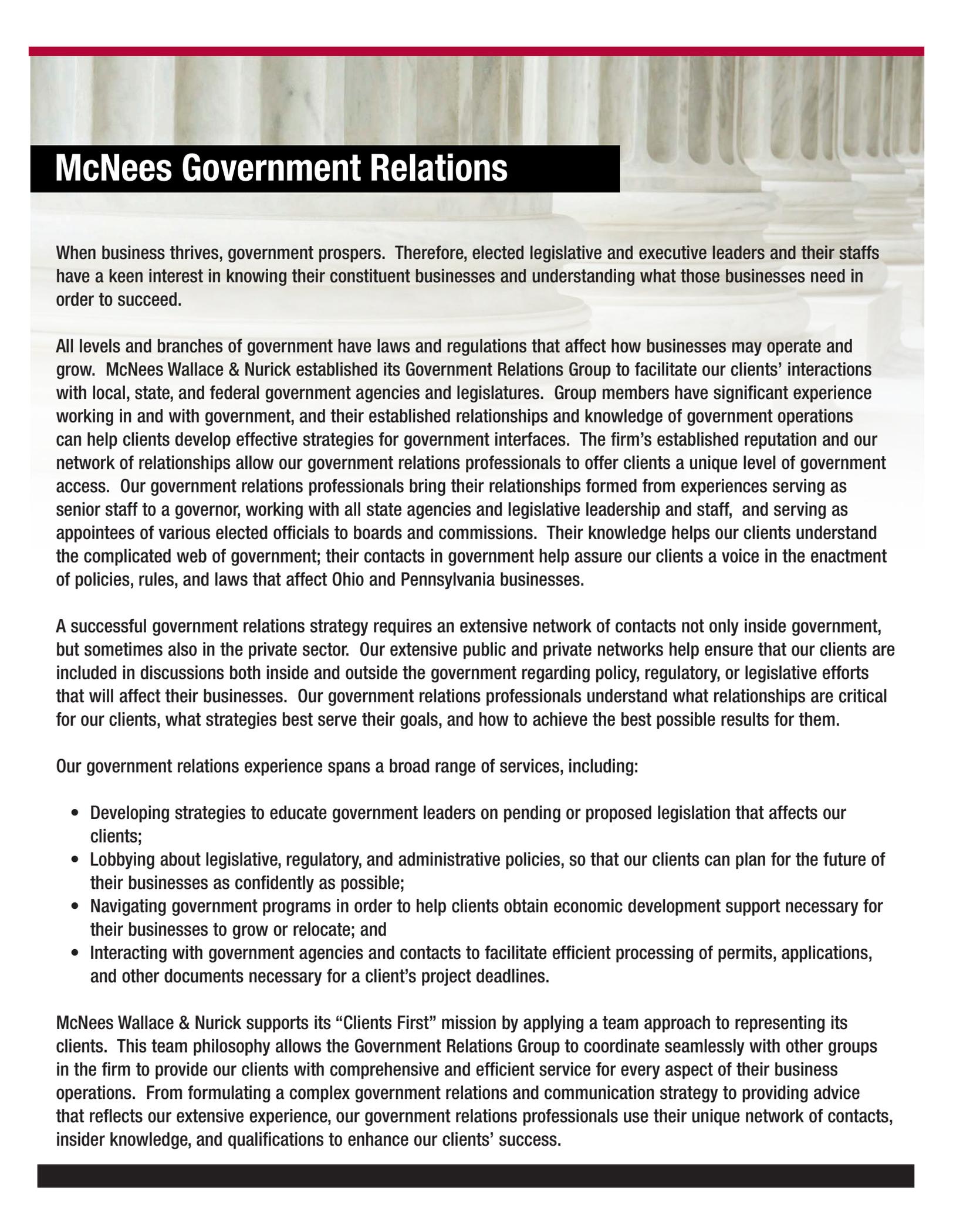
Our environmental transactions practice goes hand-in-hand with our environmental compliance practice, and allows McNees environmental practitioners to utilize their nuanced understanding of environmental programs to facilitate successful transactions and manage environmental risk. We have extensive experience successfully crafting environmental provisions for transactions involving buyers, sellers, and lenders, for the purchase and sale of businesses and real estate, including brownfield properties. We can also utilize liability risk allocation mechanisms, such as environmental insurance or governmental settlements, to achieve the parties' transactional intent. Our broad base of environmental understanding provides the type of overall environmental awareness necessary to craft effective transactional documents and to identify the risks and permitting issues facing any buyer, seller, lender, or developer of real property and business operations. That same broad base of knowledge allows McNees attorneys to craft and implement due diligence programs to ensure that all risks and potential pitfalls are identified and addressed as part of the transaction.

Oil and Natural Gas

With the resurgence of oil and gas development in the Appalachian Basin, McNees' Oil and Natural Gas attorneys represents clients in all aspects of the Marcellus and Utica Shale plays. Our experience in oil and gas matters ranges from the leasing of individual parcels and transfer of oil and gas rights to statewide pipeline projects. Due to the wide scope of our experience, we provide a broad perspective to our clients that allows us to provide effective representation no matter the size of the project.

Municipal Governments

We advise municipal entities owning and operating fixed utility systems regarding end user rates and rate design, including dispute resolution on the terms, conditions, and rates for those fixed utility services for customers living outside municipal boundaries. We also assist with asset valuation for utility systems for municipals who may be considering monetization of those assets, whether in the form of an asset sale, long term lease, or long/short term operational agreement.



McNees Government Relations

When business thrives, government prospers. Therefore, elected legislative and executive leaders and their staffs have a keen interest in knowing their constituent businesses and understanding what those businesses need in order to succeed.

All levels and branches of government have laws and regulations that affect how businesses may operate and grow. McNees Wallace & Nurick established its Government Relations Group to facilitate our clients' interactions with local, state, and federal government agencies and legislatures. Group members have significant experience working in and with government, and their established relationships and knowledge of government operations can help clients develop effective strategies for government interfaces. The firm's established reputation and our network of relationships allow our government relations professionals to offer clients a unique level of government access. Our government relations professionals bring their relationships formed from experiences serving as senior staff to a governor, working with all state agencies and legislative leadership and staff, and serving as appointees of various elected officials to boards and commissions. Their knowledge helps our clients understand the complicated web of government; their contacts in government help assure our clients a voice in the enactment of policies, rules, and laws that affect Ohio and Pennsylvania businesses.

A successful government relations strategy requires an extensive network of contacts not only inside government, but sometimes also in the private sector. Our extensive public and private networks help ensure that our clients are included in discussions both inside and outside the government regarding policy, regulatory, or legislative efforts that will affect their businesses. Our government relations professionals understand what relationships are critical for our clients, what strategies best serve their goals, and how to achieve the best possible results for them.

Our government relations experience spans a broad range of services, including:

- Developing strategies to educate government leaders on pending or proposed legislation that affects our clients;
- Lobbying about legislative, regulatory, and administrative policies, so that our clients can plan for the future of their businesses as confidently as possible;
- Navigating government programs in order to help clients obtain economic development support necessary for their businesses to grow or relocate; and
- Interacting with government agencies and contacts to facilitate efficient processing of permits, applications, and other documents necessary for a client's project deadlines.

McNees Wallace & Nurick supports its "Clients First" mission by applying a team approach to representing its clients. This team philosophy allows the Government Relations Group to coordinate seamlessly with other groups in the firm to provide our clients with comprehensive and efficient service for every aspect of their business operations. From formulating a complex government relations and communication strategy to providing advice that reflects our extensive experience, our government relations professionals use their unique network of contacts, insider knowledge, and qualifications to enhance our clients' success.



ROBERT A. WEISHAAR, JR.
CHAIR, ENERGY & ENVIRONMENTAL
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Bob's practice focuses primarily on matters involving the regulation of electric, natural gas, communications and water utility services. He represents industrial and commercial consumers of utility services before federal and state administrative agencies and appellate courts. Bob also counsels industrial clients regarding the competitive procurement of utility services. He has substantial experience with electric industry restructuring and has appeared before state regulatory commissions in Pennsylvania, Connecticut, Georgia, New Jersey, New York, West Virginia and Delaware, and before the Federal Energy Regulatory Commission.



MATTHEW R. PRITCHARD
MANAGING ATTORNEY, COLUMBUS, OHIO OFFICE
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Matt practices in the Energy & Environmental Group and serves as Attorney in Charge of the Columbus Office. Matt's practice focuses on the counsel of large industrial and commercial customers with facilities in Ohio on energy and utility matters. Matt regularly appears before the Public Utilities Commission of Ohio (PUCO) on a diverse range of energy and utility matters ranging from the litigation of utility rate cases, participation in cases involving the implementation of Ohio's energy efficiency and renewable energy requirements, participation in PUCO rulemaking proceedings, and participation in various other matters that address the PUCO's oversight over public utilities and their rates.



ADEOLU A. BAKARE
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Ade's practice focuses on issues involving electric, natural gas, communications and water utility service. He represents large industrial and commercial consumers of these services before state and federal administrative agencies. Prior to joining McNees, Ade served as a prosecutor in the Pennsylvania Public Utility Commission's Bureau of Investigation and Enforcement (formerly, the Office of Trial Staff). As a PUC prosecutor, Ade participated in litigated and settled proceedings concerning utility base rate filings, merger and acquisition applications, 1307(f) purchased gas cost filings, 1307(e) reconciliation filings, electric transmission line siting applications and natural gas gathering pipeline applications.



SUSAN E. BRUCE
717.237.5254 / sbruce@mcneeslaw.com

Susan is an energy regulatory attorney with a broad-based regulatory and transactional energy practice, primarily focused on representing commercial, institutional, industrial, and municipal customers in electric and natural gas matters. Susan regularly advises clients on energy and natural gas supply options, including assisting with Requests for Proposals, negotiating retail and wholesale energy contracts as well as demand response contracts, creating energy services affiliates, and developing on-site generation, including combined heat and power (CHP) energy projects.



JAMES P. DOUGHERTY
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Jim has spent over 40 years in the fixed utility industry. Jim now practices in the Energy and Environmental Law Practice Group of McNees Wallace & Nurick LLC's Harrisburg, PA office, representing industrial users before state and federal regulatory commissions and agencies with respect to utility matters, including natural gas, electric, water, wastewater and communications. Jim devotes a significant part of his practice to representing industrial interests before state legislatures on energy matters.



MATTHEW GARBER
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Matthew represents business and municipal clients in utility-related contract negotiations and energy litigation. He focuses on achieving cost savings for clients in regards to their electric, natural gas, and water/wastewater utility services. Matt also represents large industrial and commercial entities before state and federal administrative agencies, and advocates for clients on policy matters before the Pennsylvania Public Utility Commission.



REBEKAH GLOVER
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Rebekah practices in the McNees Energy & Environmental Practice Group. She has nearly a decade of professional experience working in the utility industry in Ohio. During her time at the Public Utilities Commission of Ohio as legal aide to Commissioner Asim Haque, Rebekah worked on a broad range of issues, including EPA carbon emissions standards, renewable energy and energy efficiency portfolio standards, and gas/electric coordination concerns.



VASILIKI KARANDRIKAS
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Vicki advises commercial, industrial, and institutional customers regarding electricity and natural gas procurement. As part of her practice, Vicki counsels clients regarding energy and natural gas supply options, including Requests for Proposals for energy service, negotiating retail and wholesale energy contracts, developing on-site generation, securing federal and state regulatory approvals for self-supply arrangements, and meeting state and federal compliance obligations.

**DAVID M. KLEPPINGER**717.237.5214 / dkleppinger@mcneeslaw.com

David is Chairman Emeritus of McNees Wallace & Nurick, after serving as Chairman of the Firm for 12 years. David primarily represents large commercial and industrial consumers of fixed utility services including electricity, natural gas, water/wastewater, and communications, as well as providers of these services. He led

legislative and regulatory initiatives to restructure these industries for customer benefit. He has appeared before over 15 state public utility commissions, the FERC, and numerous state and federal appellate courts. David is the firm's Chairman and serves as chair of the Management Committee. He also chairs the Political Action Committee and is an ex officio member of all other firm committees.

**STEPHEN J. MATZURA**717.237.5276 / smatzura@mcneeslaw.com

Steve advises industrial, commercial, and municipal clients on a broad range of environmental, health, and safety ("EHS") issues, including water quality, stormwater, water use, wastewater, waste, hazardous materials and safety, and air quality. He works

with clients in various industry sectors, such as energy, oil and gas (including pipelines), manufacturing, food and beverage, metals, construction and land development, auto dealerships, education, and healthcare. He also advises clients on the environmental implications of business and real estate transactions and litigates environmental matters before courts and administrative hearing boards, including the Pennsylvania Environmental Hearing Board.

**ERRIN T. MCCAULLEY, JR.**717.237.5366 / emccaulley@mcneeslaw.com

Errin focusing on environmental, health, and safety ("EH&S") compliance and dispute resolution. On this front, Errin regularly advises clients regarding compliance with federal and state regulatory programs, including the Emergency Planning and Community

Right-to-Know Act and other programs administered by the Pennsylvania Department of Environmental Protection, the federal Environmental Protection Agency, and the Occupational Safety and Health Administration. Errin also advises clients regarding the EH&S implications of various business transactions, including acquisitions, mergers, and sales.

**CHARIS MINCAVAGE**717.237.5437 / cmincavage@mcneeslaw.com

Charis' practice focuses on issues involving natural gas, communications, water and electric utility services. She represents large commercial and industrial customers in proceedings before both federal and state administrative agencies, as well as at the appellate level. Charis reviews and provides advice on issues related to legislation impacting

energy regulations. Her practice also includes counseling clients on the competitive procurement of natural gas and electricity in a deregulated environment.

**PAMELA C. POLACEK**717.237.5368 / ppolacek@mcneeslaw.com

Pam has extensive experience in implementing electric supply competition in Pennsylvania and other states. She advises clients regarding commercial, legal and legislative opportunities and risks in the electric and natural gas industries. She represents large commercial and industrial users before various state regulatory commissions

and courts. Pam assists clients in analyzing and negotiating wholesale and retail natural gas and electricity contracts, as well as other service requirements. She also represents and advises cable television operators, interexchange carriers, local natural gas producers and other companies before various state and federal administrative agencies and courts.

**KENNETH A. STARK**717.237.5378 / kstark@mcneeslaw.com

Ken's practice focuses on representation of consumer-oriented interests in state and federal regulatory proceedings, and appellate court proceedings, involving electricity, natural gas, and oil pipeline issues. Ken regularly represents and advises clients on various transmission issues under the jurisdiction of the Federal

Energy Regulatory Commission. Ken also represents and advises clients regarding alternative/renewable energy and transportation issues under the jurisdiction of the Pennsylvania Public Utility Commission.

**JO-ANNE THOMPSON**717.237.5285 / jthompson@mcneeslaw.com

Jo-Anne grew up in Jamaica before migrating to the United States to pursue her bachelors' degree in Political Science at Saint Vincent College. Since that time, she has obtained her Juris Doctor from the Widener University Commonwealth Law School, where she served as Editor in Chief of the Widener Commonwealth Law Review's 27th

volume, participated in the Transactional Law Meets competition, and served as the Winter Law Clerk for McNees Wallace and Nurick for two terms.

**JOSEPH G. BOWSER***TECHNICAL SPECIALIST*614.719.2852 / jbowser@mcneeslaw.com

As a Technical Specialist, Joe draws upon his extensive experience and knowledge to assist the firm's clients with addressing issues that affect the price and availability of utility services. One area where Joe specializes in is assisting end-use customers in extracting value from PJM's

wholesale markets through demand response programs and bidding into PJM's capacity auctions and day-ahead and real-time energy markets, among others. Prior to joining the firm, Joe worked with the Office of the Ohio Consumers' Counsel as Director of Analytical Services. There he managed the analysis of financial, accounting and ratemaking issues associated with utility regulatory filings, and assisted in policy development and strategy. Joe also spent ten years at Northeast Utilities, where he held positions in the regulatory planning and accounting departments of the company. Joe is a member of the American Institute of Certified Public Accountants.

**LAUREN HUFF, Pa.C.P.***PARALEGAL*717.237.5204 / lhuff@mcneeslaw.com

Lauren focuses on issues involving electric, communications, natural gas, and water services. In particular, she assists the practice group in drafting documents, updating tariff changes, and attending meetings at the

Public Utility Commission. Lauren holds a Bachelor of Science degree from The Pennsylvania State University and a Certificate in Paralegal Studies from Villanova University.

**DAVID S. MABRY, P.E.***ENERGY MANAGEMENT SPECIALIST*717.237.5334 / dmabry@mcneeslaw.com

David assists clients in developing and selecting cost-reducing energy supply strategies in wholesale and retail markets for electricity and natural gas. David provides continuous monitoring of existing and developing

commercial and regulatory activities in both established and evolving energy markets to ensure that present strategies remain appropriate for our clients. Before joining McNees Wallace & Nurick LLC, David spent ten years with PJM Interconnection and seven years with the GPU companies focusing primarily on day-ahead and real-time operation of energy markets. David is a registered Professional Engineer in the Commonwealth of Pennsylvania.

**KEVIN MURRAY***TECHNICAL SPECIALIST; EXECUTIVE DIRECTOR:
IEU-OHIO*614.719.2844 / murraykm@mcneeslaw.com

Kevin is the Executive Director of the Industrial Energy Users-Ohio and a Technical Specialist in the Columbus, Ohio office of McNees Wallace & Nurick LLC. He has worked with customers addressing matters that affect the pricing, availability and reliability of natural gas, electricity and other utility services. His experience includes evaluating regulatory proceedings at the Federal Energy Regulatory Commission and various state agencies; providing analysis of proposed tariff or rate offerings; assisting in the development of regulatory and commercial strategies; and providing clients assistance in utility contract negotiations, utility and site selections for new facilities, and performing competitor analysis and analysis of customer usage patterns. He has assisted customers on committing energy efficiency projects towards electric distribution company portfolio obligations to comply with recent Ohio legislative requirements. He has been extensively involved in activities related to the creation and startup of regional transmission organizations and energy markets in the Midwest. He is currently Vice-Chairman and a sector representative for end-use customers on the Midcontinent ISO Advisory Committee. He holds a Bachelor of Science engineering degree from the University of Cincinnati.

**AMY YORK***ENERGY SPECIALIST*301.241.2030 / ayork@mcneeslaw.com

Amy York is a specialist in the McNees Energy and Environmental Practice Group. She works with commercial, industrial and governmental clients to develop purchasing strategies, integrate renewable purchases and manage large energy spends for PJM Load Serving Entities and subaccounts.