

Mintz Levin Energy & Sustainability

Energy & Sustainability Connections Newsletter

Your Law Firm Link to Industry News

JUNE 2018

A Note from the Editors

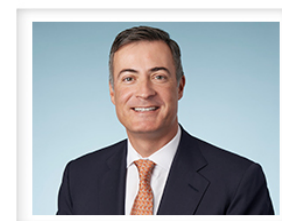
Energy & Sustainability Connections brings the latest developments in energy investing, legal insights, company activity, and industry events straight to your inbox. This month's features include:

- **Leader in the News:** Our client Axiom Exergy closed a \$7.6 million Series A financing to scale its thermal storage device for grocery stores, bringing its total fundraising to \$12.5 million.
- **Legal Feature:** Mintz Levin's Cynthia Larose and Brian Lam explain how privacy-by-design can be a key differentiator and a competitive advantage for smart grid and other data-centered energy companies.
- **Event Highlights:** Get all the details on two exciting upcoming energy events: Impact Capitalism Summit Nantucket and Horizon18!
- **Washington Updates:** Read the latest energy policy updates coming out of the Capitol, including the recent DOE announcements and new developments in addressing energy grid concerns in Puerto Rico.

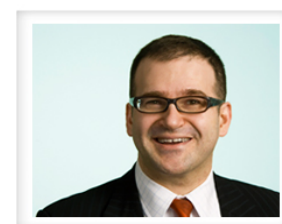
For links to industry grant opportunities and stories from the business, policy, and research sectors of the energy and clean technology industry, please [see our Energy Navigator](#).

You can [subscribe to our Energy & Sustainability Matters blog here](#).

We would also like to remind our readers that you can always ask us anything at <http://mintzedge.com/ask-anything/>. We built the MintzEdge website as a resource for entrepreneurs and investors, and hope that all of you take advantage of the site and see how it can help you.



Thomas R. Burton, III



Sahir Surmeli

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Leader in the News

Axiom Exergy Closes \$7.6 Million Series A with a New Thermal Storage Model for Grocery Stores

In May, Mintz Levin client [Axiom Exergy](#) closed an [impressive \\$7.6 million Series A round](#) to scale its cold-storage device for grocery stores, bringing its total fundraising to \$12.5 million. [Led](#) by Shell Ventures and GXP Investments, this financing will allow the innovative thermal storage startup to expand from two pilot installations to fleet-wide rollouts and reinforce its cloud-based data analytics for optimizing electricity consumption.

Axiom Exergy's name is as meticulous and modern as its product: an "axiom" is an established truth, and "exergy" refers to energy available for use. The 15-person startup is overturning the traditional principles of thermal storage and finding new ways to optimize the energy systems already in place at supermarkets across the country. Current systems carry significant operating costs for supermarket and other grocery retailers. Refrigeration accounts for up to 60% of supermarkets' energy consumption and over 9% of commercial consumption overall. It utilizes massive amounts of electricity to keep food at a constant temperature 24/7, with demand peaking from noon to 6 pm daily. It is a high-consumption necessity in dire need of an upgrade.

Axiom Exergy's industry-first [Refrigeration Battery](#) provides a multifaceted solution that can integrate seamlessly into existing central cooling systems, significantly cutting down startup costs for new customers. The Refrigeration Battery also stores refrigeration in insulated vessels (unlike the typical electrochemical storage used by batteries) when electricity costs are lowest, and deploys it when electricity costs are highest. This offsets a significant portion of on-peak demand charges. Its "smart battery" cloud infrastructure also enables load shifting, demand response, and other grid service platforms to generate additional savings. It also provides up to eight hours of backup cooling during a power outage, saving stores thousands of dollars in prevented food spoilage.

The Refrigeration Battery is currently installed at two large store locations for [Whole Foods](#) and [Walmart](#) in California. Axiom will use the Series A financing to expand into a multisite rollout. The company expects this rollout will be facilitated by an attractive subscription service model, the densely concentrated nature of the grocery store industry, the increase of time-differentiated energy rates for commercial stores, and the general shift of corporate focus towards sustainability. The Series A financing will also fund Axiom's development of a second-generation Refrigeration Battery product.

Shell Ventures and GXP Investments led the latest Series A fundraising round for Axiom Exergy, which also included WorldQuant Ventures, SV Tech Ventures and Meson Capital. [Previous](#) investors include Tesla CTO JB Straubel, Larry Mohr, Seabed VC, and the Stanford-StartX Fund.

Congratulations to the team at Axiom Exergy for achieving this well-earned funding milestone. We are proud to be your partners in energy storage innovation and look forward to your continued success!

Legal Feature

How to Leverage Privacy as a Key Competitive Advantage

This feature was originally published in the April 2018 Mintz Levin TechConnect Newsletter.

Introduction: Smart grids are revolutionizing the way utilities can measure, monitor, and deliver electricity usage to consumers. In fact, the data infrastructure supporting smart grids can inform users of their day-to-day energy consumption down to the appliance level. This sophisticated technology can help reduce energy costs, curb emissions, and enable need-based power distribution — but the wide-scale data collection it requires opens new concerns for consumer privacy. By aggregating refined energy consumption data over an extended period of time, smart grid systems can enable tracking of individual behavior patterns, real-time surveillance, tenant profiling, coordinated home invasions, data breaches, and more. In order for smart grid providers to remain reliable and competitive in the energy marketplace, they need to address these privacy concerns head-on. Below, Mintz Levin’s [Cynthia Larose](#) and [Brian Lam](#) explain how companies can get ahead by staying on top of consumer privacy protections.

“Privacy by design” — while [not a new concept](#) — is certainly enjoying a new spot in the sunshine thanks to the European Union’s General Data Protection Regulation (“GDPR”) and its codification of “privacy by design and default” in [Article 25](#).

Privacy can also be a key differentiator and a competitive advantage. Read on for some points that can help drive your data privacy/data management program.

1. Data Breaches Are at an All-Time High

Currently, data breaches, as catalogued by the [Identity Theft Resource Center](#) (“ITRC”), a US nonprofit set up to provide education and assistance with ID theft, found that data breaches had reached an all-time high in 2017. [Analysis](#) of the ITRC report showed that breaches were up 45% since 2016, with the business sector taking the hardest hit with 55% of breaches.

Further, existing data breaches may be even worse than thought or disclosed. For example, in addition to the initial [breach](#) Equifax revealed in September 2017, it has now described that [additional types](#) of information went missing. Uber has also struggled to confront its own data breach; Uber CISO John Flynn recently [testified](#) before the U.S. Senate Subcommittee on Consumer Protection, Product Safety, Insurance and Data Security that paying off the hackers was wrong, and that Uber should have provided notice to the affected public sooner.

2. Most Consumers Will Not Deal with a Company Known to Lack Adequate Data Protection

Companies wondering how the public is dealing with this current landscape can rest assured that the public takes these issues seriously. A [recent published report](#) found that “69% of survey respondents said they would boycott a company known to lack adequate data protection.” Further, “more than half (55%) of respondents would avoid giving data to a company they know had been selling or misusing it before.”

Providing these data protections is no longer a nice-to-have. Consumers want to purchase from companies that value their privacy and security; failing to do so may cede a key competitive advantage.

3. Companies That Provide Clear Privacy Policies That Afford Customers Control Will Suffer Far Less Post Data Breach

A recent [Harvard Business Review](#) study examined the effects of data breaches on stock prices and found that data breaches could have significant effects on the stock price of a company experiencing the breach. Further, the study observed that competitors could be helped or harmed by the data breach depending on whether consumers viewed the competitor as either a better alternative, or somehow more risky in light of the existing data breach.

Underscoring actionable steps [detailed here](#) on Mintz Levin’s *Privacy and Security Matters* blog, the study went on to provide two basic strategies that when used by companies enabled the company “to protect or inoculate themselves from their own or a rival’s breach”:

- First, companies should explain in clear language how the company will be using and sharing customer data. This would include IP address and search history, for example.
- Second, companies should provide users control over their own data, giving the customer opportunities to opt out of certain practices, such as promotions.

The study found that customers did not punish breached companies that provided both transparency and control; instead, “empowered customers are more willing to share information and are more forgiving of data privacy breaches, remaining loyal after the fact.” Unfortunately, only around 10% of the Fortune 500 had implemented these two strategies in their data management practices. Empowering data subjects is a key component of the GDPR and may start to move the needle.

Event Highlights

Impact Capitalism Summit Nantucket

July 18 – 19 | Nantucket, MA

Mintz Levin is excited to sponsor Big Path Capital’s Impact Capitalism Summit in Nantucket. We have sponsored this event since the Summit’s inception four years ago and are proud of its tremendous growth. The Impact Capitalism Summit is the largest convening of investors focused on maximizing impact and maximizing return. Our own [Tom Burton](#) will moderate a roundtable discussion on July 18 at 1:25 pm entitled, “Forging the Path to Sustainability: Profit or Loss?” Mintz Levin’s [Peter Demuth](#) will also be in attendance. To learn more, [click here](#). We are pleased to be able to offer our network a discounted rate. To apply at a discounted registration rate, [click here](#).

Horizon18

October 10 - 11 | Boston, MA

As we announced in our March Newsletter, Mintz Levin is excited to sponsor Horizon18, a new global event for the clean energy economy. This event will bring together clean economy customers, vendors, investors, and innovators and include keynotes, interactive workshops, a showcase of clean energy solutions and initiatives, and a unique business matchmaking platform to foster the exploration of new market opportunities and business partnerships for clean energy solutions and innovations.

"We quickly wanted to get in on the ground floor of this exciting event-driven platform because it is needed in Boston. The Northeast is a hub for energy innovation, and we have high hopes that connecting all sectors of the industry in this forum will drive business and boost the clean energy economy." – Tom Burton, Chair of Mintz Levin's Energy & Sustainability Practice

The latest news is that Horizon18 is partnering with MIT's Climate CoLab on an exclusive contest to identify innovative solutions to help improve energy efficiency across a range of corporate facilities. Together with Climate CoLab, Horizon18 is seeking businesses to submit proposals targeting deep energy efficiency initiatives in one or more major buildings — flagship facilities, headquarters, manufacturing facilities, and/or across a network of retail stores or supply chain facilities, to be showcased at Horizon18. To learn more about the contest, [click here](#).

We will continue to bring you additional news about Horizon18 through our newsletter and blog. In the meantime, [click here](#) to visit the event website for more information.

Washington Updates

Congress

House Hearing on Challenges Facing Our Electrical Grid

[On May 10](#), the House Energy and Commerce Subcommittee on Energy held a hearing to discuss the state of the country's electric transmission infrastructure. This hearing was a continuation of the Subcommittee on Energy's Powering America series, a series of hearings dedicated to examining aspects of the nation's power sector. The gathered panel of experts provided members of the subcommittee with insight into the challenges that exist within the electric transmission sector.

House Hearing on Efforts to Clarify New Source Review Permitting Process

[On May 16](#), the House Energy and Commerce Subcommittee on Environment held a hearing to examine legislation that would reform the New Source Review (NSR) permitting process. The draft legislation, led by Rep. Morgan Griffith (R-VA), aims to bring clarity and certainty to the NSR permitting process, making it easier for industry to modernize existing facilities and carry out environmentally beneficial projects.

House Hearing on DOE Cleanup Efforts

[On May 18](#), the House Energy and Commerce Subcommittee on Environment held a hearing on H.R. 2278, the Responsible Disposal Reauthorization Act of 2017, and H.R. 2389, to reauthorize the West Valley demonstration project and for other purposes. Subcommittee Chairman Rep. John Shimkus (R-IL) stated that the DOE's office of Environmental Management (EM) faces "a significant workload to complete decontamination work at legacy Cold War

sites. Since its establishment about 30 years ago, EM has successfully remediated 92 sites, but the most technologically challenging projects remain in process at 17 locations.” Rep. Tom Reed (R-NY), who sponsored H.R. 2389, explained why Congress needs to prioritize cleaning up nuclear sites, stating, “There are still nuclear sites in the United States that need to be managed and cleaned up. The Western New York Nuclear Service Center in my district is one such site. The Department of Energy estimates that making the investments needed now in nuclear site remediation will save our nation hundreds of millions of dollars in the coming decades.”

House Subcommittee Explores DOE Modernization Efforts

On May 22, the House Energy and Commerce Subcommittee on Energy held a hearing exploring legislation to modernize the DOE’s nuclear energy technologies. The fourth in a series of hearings covering efforts to modernize the DOE, the hearing provided members of the subcommittee with the opportunity to review four bills addressing the development, regulation, and competitiveness of advanced nuclear energy technologies. In an opening statement, Rep. Greg Walden (R-OR), Chairman of the Energy and Commerce Committee, stated that “the bills we will examine provide key ingredients to enhance a core national security and energy security mission of the Department, and of the nation: promoting the safe and peaceful use of nuclear technology.”

Senate Committee on Energy and Natural Resources holds Hearing to Examine Puerto Rico’s Electric Grid

On May 8, the Senate Committee on Energy and Natural Resources held a full committee hearing on The Current Status and Proposals for Future of the Grid. Chair of the Committee Senator Lisa Murkowski (R-AK) stated that a number of questions must be answered moving forward in our attempts to stabilize the electric grid in Puerto Rico: we must know who is in charge of the electric grid; we must know how the Army Corps of Engineers and the DOE fit into the grid stabilization process; and we must know why there are still island-wide blackouts taking place in Puerto Rico. During the hearing, Assistant Secretary of Energy Bruce Walker stated, “No single investment in energy infrastructure at one point in time will achieve resilience. The energy infrastructure of Puerto Rico must be designed, built, managed, and maintained in such a way to withstand likely stresses, ameliorate disruptions when they inevitably occur, recover quickly, and incorporate lessons learned into post-event planning and operations. This is a continual process of improvement, one involving a reassessment and adaptation of solutions and technologies to address changing needs.”

Administration

DOE Issues Final Rule Amending Compliance Date for Energy Conservation Standards for Ceiling Fan Light Kits (CLFKs)

On May 16, the DOE issued its final rule that set a final compliance date for energy conservation standards for CLFKs. The ruling stated that all CLFKs must meet DOE standards by January 21, 2020 in order to remain in compliance. The rule change at the DOE came as a response to the passage and signing of the “Ceiling Fan Energy Conservation Harmonization Act.”

Recent M&A Activity

- April 25, 2018: The Wholesale Fuel Distribution and Terminal Business of Superior Plus Corporation was [acquired](#) by Sunoco for \$40 million. The acquisition is consistent with Sunoco’s strategy of utilizing its scale to grow the core fuel distribution business and adding fee-based refined product terminals into the overall portfolio.

- April 26, 2018: West Mountain Alternative Energy was [acquired](#) by C-Bond Systems for \$13.971 million. The company reached a definitive agreement to be acquired by Global Water Resources for an undisclosed amount. The acquisition will enable the acquirer to add 960 residential irrigation customers and approximately seven square miles of service area, including services to three golf courses. The deal is expected to close in the second quarter of 2018.
- April 26, 2018: Rice Midstream Partners (RMP) reached a definitive agreement to be [acquired](#) by EQT Production Company for \$2.4 billion.
- April 26, 2018: SJW Group (SJW) has reached a definitive agreement to [merge](#) with Connecticut Water Service.
- April 26, 2018: Turner Ranches Water and Sanitation Company has reached a definitive agreement to merge with Connecticut Water Service.
- April 27, 2018: BAE Energy Management reached a definitive agreement to [acquire](#) Jensyn Acquisition through a reverse merger on November 9, 2017. Subsequently, the [deal was cancelled](#) on April 27, 2018.
- April 30, 2018: Andeavor (ANDV) reached a definitive agreement to be [acquired](#) by Marathon Petroleum for \$23.3 billion. Marathon offered 1.87 new common shares or \$152.27 in cash per Andeavor share.
- April 30, 2018: Newcomb Anderson McCormick was [acquired](#) by Willdan Group for an undisclosed amount. The acquisition strengthens the acquirer's engineering expertise in California.
- May 1, 2018: Blue Flame Gas Service was [acquired](#) by Superior Plus for \$11 million.
- May 1, 2018: KLX (KLXI) entered into a definitive agreement to be [acquired](#) by Boeing for \$3.25 billion. The agreement comprises an all-cash transaction for \$63 per share and the assumption of approximately \$1 billion of net debt, totaling \$4.25 billion. The acquisition is the next step in Boeing's services growth strategy, with a clear opportunity to profitably grow their business and better serve their customers in a \$2.6 trillion, 10-year services market. KLX will be part of Boeing Global Services and will be merged with Aviall, Boeing's parts, equipment, and services unit. The transaction will be financed primarily with cash on hand, supplemented with debt.
- May 10, 2018: Talos Energy (TALO) [acquired](#) Stone Energy through a reverse merger, resulting in the combined entity trading on the NYS Stock Exchange under the ticker symbol TALO.
- May 11, 2018: Connecticut Water Service (CTWS) reached a definitive agreement to [merge](#) with SJW Group to form an undisclosed company. The merger will generate immediate shareholder value. The transaction is expected to close during the fourth quarter of 2018.
- May 14, 2018: Kleen Energy Systems was [acquired](#) by Chugoku Electric Power, Kyushu Electric Power, Osaka Gas, and Sojitz for an undisclosed amount.
- May 15, 2018: Enduro Resource Partners reached a definitive agreement to be acquired by Evolution Petroleum, Mid-Con Energy Partners, and Viper Resources for an undisclosed amount.
- May 17, 2018: Lehman Enterprises reached a definitive agreement to be [acquired](#) by NW Natural Water, a subsidiary of NW Natural, for an undisclosed amount. The acquisition will help the acquirer expand into the regulated water utility sector.
- May 17, 2018: Sea View Water reached a definitive agreement to be [acquired](#) by NW Natural Water, a subsidiary of NW Natural, for an undisclosed amount. This acquisition furthers the acquirer's strategy to expand into the regulated water utility sector. The deal is expected to close in 2018.
- May 18, 2018: Sundale Utilities was [acquired](#) by Illinois American Water, a subsidiary of American Water, for \$2 million.

- May 21, 2018: Gulf Power (GLFPN) reached a definitive agreement to be [acquired](#) by NextEra Energy for \$6.5 billion. The acquisition also includes the assumption of approximately \$1.4 billion of Gulf Power debt. NextEra Energy will finance the \$5.1 billion cash portion of the transaction through the issuance of new debt.
- May 23, 2018: EPIC Fuels reached a definitive agreement to be [acquired](#) by BBA Aviation for \$88.1 million. This acquisition fully supports the strategic development of Signature through increasing acquirer's network relevance, extending the range of fuel and non-fuel services they offer their customers across their unique FBO network, and continuing to establish a competitive cost structure through investment in technology and economies of scale.
- May 24, 2018: NorTex Midstream Partners was [acquired](#) by Castleton Commodities International for an undisclosed sum.

*Sources: Pitchbook

Upcoming Events

New England Energy Conference & Exposition

June 4-5, 2018
Falmouth, MA

[More Info »](#)

Solar Power Texas (SEIA and SEPA)

June 5-6, 2018
Austin, TX

[More Info »](#)

US Offshore Wind Conference & Exhibition

June 7-8, 2018
Boston, MA

[More Info »](#)

MIT Enterprise Forum Startup Spotlight

June 12, 2018
Boston, MA

[More Info »](#)

Grid Modernization in MA: Driving Energy Efficiency Through Residential Scorecards

June 12, 2018
Boston, MA

[More Info »](#)

Cleantech Venture Day

June 12-13, 2018
Helsinki, Finland

[More Info »](#)

Renewable Heating & Cooling Workshop

June 18-19, 2018
Saratoga Springs, NY

[More Info »](#)

Grid Edge Innovation Summit 2018 – Greentech Media

June 20-21, 2018
San Francisco, CA

[More Info »](#)

Intersolar Europe

June 20-22, 2018
Munich, Germany

[More Info »](#)

NEWIEE VIP Programming Roundtable

June 22, 2018
Location TBD

[More Info »](#)

EBC Climate Change Program: Protecting Boston – The Boston Harbor Barrier Study

June 22, 2018
Boston, MA

[More Info »](#)

AWEA Regional Wind Energy Conference 2018 – Northeast

June 26-27, 2018
Portland, ME

[More Info »](#)

Illinois Energy Market Summit

June 13-15, 2018

Chicago, IL

[More Info »](#)

Summer EnergyBar @ Greentown Labs

June 14, 2018

Somerville, MA

[More Info »](#)

EBC 25th Annual EBEE Awards and 28th Annual Meeting

June 27, 2018

Boston, MA

[More Info »](#)

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Learn more about the Mintz Levin Energy & Sustainability group [here](#).

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