

DONALD S. MCCAULEY

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EMPLOYMENT HISTORY

MCCAULEY LYMAN LLC, Framingham, MA

Principal October 2001 - present

Private practice focusing on energy law and commercial law matters including: power contracting; project development; renewable energy; power contract restructuring; bankruptcy reorganizations; partnership, limited liability company and corporate formation and governance; sales and acquisitions; project due diligence; renewable attribute trading; and FERC regulatory initiatives including interconnection rulemaking working groups. Arbitrator and expert witness in power contract disputes.

MINUTEMAN WIND, LLC

President 2004 - present

Developer of wind powered electric plants in New England.

EDISON MISSION MARKETING & TRADING, INC., Boston, MA

Regional Vice President and Counsel September 2000 - October 2001

Structured asset restructuring transactions; reviewed tolling transactions and other project development opportunities; evaluated joint ventures; reviewed and negotiated power supply agreements under UK New Electricity Trading Arrangements.

CITIZENS POWER LLC, Denver CO and Boston MA

Senior Vice President and General Counsel January 1995 - August 2000

Chief legal officer of company engaged in wholesale electricity trading and power contract restructuring. Managed legal department of eight lawyers and extensive network of outside counsel. Led transaction team responsible for closing of ten restructuring transactions. These transactions replaced power, fuel and project financing arrangements for qualifying cogeneration and small power production facilities with new arrangements organized by Citizens subsidiaries and involved new forms of project and structured finance. Supervised power purchase and sales contracts and regulatory matters. Led transaction team in bids for generation fleets divested by utilities as part of industry restructuring. Participated actively in several sales of the company as well as leading sale of interests in asset restructuring projects. Coordinated and led due diligence teams and regulatory filings in these transactions. Also responsible for general legal matters of company, including litigation, employment and intellectual property matters.

MCDERMOTT, WILL & EMERY, Washington, DC

Partner 1989 – 1991

Associate 1991 - 1994

Member of the Project Development and Finance Group, with a practice focused on the development and financing of energy, environmental, infrastructure and industrial facilities, both within the US and internationally. Acted as lead project counsel, coordinating all legal aspects of the transactions. Worked extensively on a low Btu gas fired electric generation project in Pakistan. Reviewed and assisted on other international projects, including India. Lead counsel in restructuring of power purchase contracts and other project agreements for troubled cogeneration projects. Also involved in merger and acquisition of projects and portfolios, including being lead counsel on sale of portfolio of 400 MW of cogeneration projects. Speaker at numerous conferences including Regulation of Infrastructure Projects at Forbes “Rebuilding America” conference; Overview of BOT projects at American Friends of Turkey annual conference; and Contractual Issues in Performance Testing at American Society of Mechanical Engineers.

NIXON, HARGRAVE, DEVANS & DOYLE, Washington, DC

Associate 1986 - 1989

Practice focused on project financing of a variety of cogeneration and alternative energy projects throughout the US. First assistant and then lead project counsel responsible for construction, operating, power purchase, fuel supply and financing agreements representing developers, lenders, investors and contracting parties. Supervised and was actively involved in regulatory, tax and environmental aspects of transactions.

DOHERTY, RUMBLE & BUTLER, St. Paul, MN

Associate 1982 - 1986

Practiced in all areas of corporate and commercial law, including financing, bankruptcy, real estate, securities, private and public offerings, mergers and acquisitions, for a wide range of clients from individuals to Fortune 500 companies. Also worked for non-profits and cooperatives. Projects included structuring of mixed commercial/residential planned development utilizing alternative energy sources.

EDUCATION

Harvard Law School, Cambridge, MA

Juris Doctor, *1982*

Member of the Environmental Law Society; wrote third year paper on Market Approaches to Air Pollution Control.

Williams College, Williamstown, MA

Bachelors of Arts, *magna cum laude 1978*

Major in history; also a concentration in math; residential house intramural captain

University College London, London, England

Non-degree student for 1976 to 1977 school year; traveled extensively

Organizational Memberships: Member American Bar Association, Energy Bar Association, Massachusetts Bar Association, Minnesota Bar Association and DC Bar Association.

Community: Chairman of the Planning Board for the Town of Wellesley, Member of the Town's Advisory Committee 2004 – 2007; Town Meeting Member

ADMITTED TO PRACTICE IN MASSACHUSETTS, THE DISTRICT OF COLUMBIA AND MINNESOTA (CURRENTLY INACTIVE)