Kate L. Mathieu

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Tax



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Education

J.D., The University of Chicago Law School, 2014

B.A., The University of Texas, 2011

Bar Admissions

Texas

District of Columbia

Kate Mathieu advises public and private companies on a broad range of transactional tax matters, with a particular emphasis on mergers, acquisitions and divestiture transactions, including spin-offs, debt and equity offerings, corporate and partnership restructurings, and joint ventures.

While Ms. Mathieu maintains a broad M&A tax practice that covers various industries, she has a particular focus on renewable energy deals and their related tax benefits. In addition, Ms. Mathieu has experience counseling on the tax aspects of bankruptcy restructurings, initial public offerings, tax-equity financings, and internal integration and restructuring transactions.

Ms. Mathieu is a frequent author and lecturer, as well as a former adjunct professor at George Washington University Law School, where she taught corporate income tax. In recognition of her work, she has been named one of *Best Lawyers*' Ones To Watch in America.

Renewable Energy and Related Tax Benefits

With nearly a decade of experience representing clients in renewable energy transactions, including tax equity and preferred equity investments, debt financings and tax credit transfers, Ms. Mathieu regularly advises developers and investors with respect to qualifying for U.S. federal tax credits and other benefits.

Ms. Mathieu's notable energy tax representations include:

- **Ardian Americas Infrastructure Fund IV** (Luxembourg) in the formation of a partnership with Transatlantic Power Holdings LLC to form a U.S. renewables platform, Skyline Renewables LLC, which will focus on acquiring, operating and developing projects in the U.S. onshore wind sector and is targeting a total installed capacity of 3 GW
- **Barclays Capital Holdings, Inc.**:
  - in connection with its tax equity investment in the Prairie Ronde Solar Project, a 180 MW solar project developed by Lightsource Renewable Energy US, LLC in St. Landry Parish, Louisiana
  - as tax equity investor in connection with an investment in a 300 MW AC photovoltaic solar energy project in Borden County, Texas, developed by SB Energy Corp., an affiliate of SoftBank
- **Cypress Creek Renewables** in connection with its acquisition from Swift Current Energy of its Steel River solar and storage project, located in Northeast Arkansas, which combines 2,900 MWh (720 MW) of battery storage with 2,450 MWdc (1,500 MWac) of solar generation in three equal phases and is expected to be placed in service in 2029, making it one of the largest solar and energy storage projects in the United States
- **Gulf Energy Development Public Company Limited** (Thailand) in its $409 million acquisition of a 49% stake in the 1.2 GW gas-fired Jackson Generation project in Illinois from J-Power Jackson Partners
- **Linea Energy** in connection with the debt financing of the 90 MW Pineview solar project located in Wilcox County, Georgia, comprised of a construction-to-term loan, tax equity bridge loan and letter of credit facility
- **Pattern Energy Group LP** in connection with the SunZia Transmission and Wind projects, which together are the largest clean energy infrastructure projects in U.S. history
- **Urban Grid** in the debt and tax equity financing of its Egypt Road, Spring Grove 2 and Morgnec Road solar projects

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Corporate and Partnership Transactions

Ms. Mathieu advises public and private companies on the U.S. federal income tax aspects of corporate mergers and acquisitions, partnership acquisitions and dispositions, as well as troubled company restructurings (in or out of court). She also counsels clients with regard to the taxation of debt and equity financings, initial public offerings, spin-offs and internal reorganizations.

Ms. Mathieu's notable transactional tax representations include:

- **Brown & Brown, Inc.** in its $9.8 billion acquisition of RSC Topco, Inc., the holding company for Accession Risk Management Group, Inc.
- **Chimerix, Inc.** in its $935 million acquisition by Jazz Pharmaceuticals plc
- **Corient** in the acquisitions of Stonehage Fleming and Stanhope Capital Group to create a $430 billion independent ultra-high-net-worth wealth manager
- **Duke Energy Corporation** in the $2.5 billion sale of its Piedmont Natural Gas Tennessee local distribution company business to Spire Inc.
- **Honeywell International Inc.** in its:
  - $1.9 billion acquisition of CAES Systems Holdings LLC from Advent International, L.P.
  - $4.95 billion acquisition of the global access solutions business of Carrier Global Corporation
  - $1.3 billion acquisition of Sparta Systems from New Mountain Capital
- **Liberty Mutual Insurance Company** in numerous transactions, including the:
  - $1.5 billion sale of its Liberty Seguros personal and small commercial businesses in Brazil, Chile, Colombia and Ecuador to HDI International AG (Germany), a subsidiary of Talanx Group (Germany)
  - $2.5 billion sale of Liberty Seguros, S.A. (Spain) to Generali Group (Italy)
  - acquisition of State Auto Group, pursuant to which State Automobile Mutual Insurance Company members became mutual members of Liberty Mutual Holding Company Inc., and in which Liberty Mutual Holding Company Inc. acquired all of the publicly held shares of common stock of State Auto Financial Corporation in a $1 billion merger
  - acquisition of the global surety and credit reinsurance operations of AmTrust Financial Services, Inc.
  - $3.3 billion sale of Liberty Life Assurance Company of Boston, consisting of its group benefits and life and annuity businesses, to Lincoln Financial Group and Protective Life Insurance Company, respectively