

Robert W. Warnement

Skadden

Counsel, Washington, D.C.

Energy Regulatory; Energy and Infrastructure Projects



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Education

J.D., American University,
Washington College of Law, 1995
(*summa cum laude*)

Certificate in Nuclear Engineering,
U.S. Department of Energy Bettis
Reactor Engineering School, 1988

B.S., Mechanical Engineering and
Government — International Relations,
University of Notre Dame, 1986
(*cum laude*)

Bar Admissions

District of Columbia
Virginia

Publications

"Energy Law Handbook: Fifth Edition,"
Skadden, Arps, Slate, Meagher & Flom
LLP, April 2018

Robert W. Warnement focuses his practice on energy regulatory, energy transactional and project finance matters.

Mr. Warnement's transactional experience includes representations of utilities, merchant power and other energy-related clients in a wide range of transactions, including mergers, acquisitions and restructurings; assets sales (representing buyers and sellers in the transfer of all types of generating facilities (including nuclear)); auctions; spin-offs; the formation of joint ventures and joint ownership arrangements; power sales and hedge arrangements; and operating arrangements.

Mr. Warnement's representations include:

- a large international infrastructure investment fund in its potential acquisition of a large public power system;
- Infrastructure Investment Fund in its acquisition of El Paso Electric Company;
- an institutional investment fund with respect to its blanket authorization under Section 203 of the Federal Powers Act;
- a large utility with respect to Section 205 reporting and compliance obligations;
- a large utility with respect to repowering existing generating facilities;
- a large industrial consumer of natural gas with respect to its gas purchase and transportation;
- a large utility holding company with respect to the establishment of an investment fund;
- a utility in the divestiture of its nuclear generation assets;
- the State of Qatar in connection with the establishment and operation of the Qatar Haiti Fund;
- a merchant generator in connection with the development of merchant transmission and renewable energy projects;
- a merchant generator and public pension fund in the acquisition of renewable generation asset portfolios;
- Orlando Utilities Commission in its proposed acquisition of an interest in two new nuclear units proposed to be built in South Carolina;
- a utility in the development and negotiation of a power purchase arrangement with the developers of a renewable energy project and qualifying facility;
- a utility in the possible sale of nuclear and fossil fired generating units;
- Entergy Corporation in the sale of its transmission business to ITC;
- Société Générale in the acquisition and sale of power and gas trading assets;
- AES Corporation in its acquisition of DP&L;
- GenOn in its acquisition by NRG, Inc.;
- H.Q. Energy Services (U.S.) Inc. in the development and negotiation of a long-term power sales arrangement with a group of Vermont distribution utilities for the sale of Hydro-Québec Production System Power and of associated environmental attributes;

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- EnergySolutions in connection with their sale to a private equity fund;
 - Entergy Corporation in its proposed spin-off of its merchant nuclear generating business into a stand-alone company and the formation of a joint venture with Entergy to operate those facilities;
 - Airtricity Holdings Limited in the sale of its U.S. wind business to E.ON AG;
 - Wisconsin Electric Power Company in the auction and sale of its Point Beach nuclear facility;
 - Toshiba Corporation in its acquisition of Westinghouse Electric Company and its nuclear reactor design and fuel business;
 - Energias de Portugal in its purchase of Horizon Wind Energy LLC;
 - NRG, Inc. in its acquisition of Texas Genco (including its interest in the South Texas Project nuclear facility);
 - the ISO Trust and PX Trust in connection with the restructuring of the California electricity markets; and
 - USEC in the development and negotiation of various nuclear fuel cycle related contracts, including USEC's model uranium enrichment supply contract.
- The AES Corporation and Alberta Investment Management Corporation (AIMCo) in their acquisition of sPower from Fir Tree Partners and its minority owners;
 - New Page Corporation on nuclear regulatory approvals in connection with emergence from bankruptcy;
 - NRG, Inc. regarding the settlement of certain contract disputes at FERC regarding the California electricity markets;
 - a utility in the filing of a joint ownership agreement for a new jointly owned large generating facility;
 - H.Q. Energy Services (U.S.) Inc. in state proceedings concerning the approval of a long-term power purchase agreement;
 - The AES Corporation in the sale of an ownership interest in it to a Chinese investor;
 - certain foreign utility clients on the Atomic Energy Act and NRC regulatory implications of a potential acquisition of interests in U.S. nuclear generating facilities;
 - Airtricity Holdings Limited before FERC in the sale of its U.S. wind business; and
 - Wisconsin Electric Power Company before FERC in its sale of the Point Beach Nuclear facility and the return of retained decommissioning funds to its customers.

Mr. Warnement's regulatory experience works synergistically with his transactional practice. He frequently counsels clients on the regulatory implications of various transactions and assists them in obtaining approvals from the Federal Energy Regulatory Commission (FERC) and the Nuclear Regulatory Commission (NRC).

His representations include:

- a large utility with respect to a declaratory order petition for clarification of Section 205 reporting requirements;
- Infrastructure Investment Fund in obtaining NRC and FERC approvals of its acquisition of El Paso Electric Company;
- a large international investment fund with respect to NRC and FERC approvals that would be triggered by a purchase of a large public power system;
- The Japan Atomic Power Company in a joint venture agreement and nuclear management program agreement in connection with the formation of JExel Nuclear Company, a joint venture with Exelon Corporation;

Mr. Warnement also has represented Toshiba Corporation before the NRC in its acquisition of Westinghouse Electric Company and its nuclear reactor design and fuel business; and Energias de Portugal before FERC in its purchase of Horizon Wind Energy LLC.

Before finishing law school and joining Skadden, Mr. Warnement was a U.S. Naval officer assigned to the headquarters of the Naval Nuclear Propulsion Program, a unique joint program between the U.S. Department of Defense and U.S. Department of Energy. While there, he served as a nuclear engineer responsible for overseeing the design, manufacture, maintenance and development of test, operating and maintenance procedures for various submarine reactor plant fluid systems. In addition, toward the end of his service, he also served as a special assistant to the deputy director, responsible for congressional and public affairs, classification and technology policy, and special projects.