



David N. Powers
Partner

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David N. Powers is a partner in the Washington, D.C. office. Mr. Powers has handled project financings, public and private securities offerings, leveraged buy-outs acquisitions, and restructurings on behalf of issuers, sellers, investors, lenders and investment bankers. He also has considerable expertise in the acquisition and financing of independent power projects. He has had extensive experience with project financings involving both the Overseas Private Investment Corporation and the International Finance Corporation. From 1996 to 1999, Mr. Powers was on the faculty of the annual project financing conference of the Practising Law Institute.

Mr. Powers was admitted to the California bar in 1982 and the District of Columbia bar in 1985. Mr. Powers graduated with an A.B. degree, *cum laude*, from Princeton University in 1978. He received his J.D. degree from the University of Virginia in 1982, where he served as a Notes Editor of the *Virginia Law Review*. From 1984 to 1986, Mr. Powers was Counsel to Commissioner Aulana Peters, U.S. Securities and Exchange Commission. Mr. Powers is a past Chairman of the Securities, Commodities and Exchanges Committee of the Administrative Law Section of the American Bar Association.

Representative Transactions (Listed Alphabetically by Country) Include:

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| Argentina | Representation of <i>Hart Energy International Limited</i> in a consortium acquiring generating assets in Argentina. |
| Cambodia | Advised <i>Mosbacher Power Group L.L.C.</i> in connection with a proposed 60 MW naphtha fired power project. |
| Chile | Representation of <i>Hart Energy International Limited</i> in a consortium acquiring generating assets in Chile. |
| Colombia | Advised <i>Termogas de Casanare</i> , a joint venture consisting of BP, Bavaria SA, and Mosbacher Power Group L.L.C. in connection with a proposed 100 MW power project.

Advised <i>Mosbacher Power Group L.L.C.</i> in connection with a proposed expansion of an inside-the-fence power project in Cali, Colombia. |

Czech Republic	Represented <i>TECO Power Services Corporation</i> and <i>Mosbacher Power Group L.L.C.</i> in connection with an equity investment in a U.S. \$400 million coal and gas fired electric generating facility in the Czech Republic of approximately 340 MW.
Dominican Republic	Represented <i>Hart Energy International Limited</i> in connection with its participation in the consortium acquiring Empresa Generadora de Electricidad Haina S.A. from Corporation Dominicana de Electricidad.
India	Represented <i>Mosbacher Power Group L.L.C.</i> in connection with its efforts to acquire an equity investment in a naphtha fired electric generating facility in Tamil Nadu.
Madagascar	Advised <i>Mosbacher Power Group L.L.C.</i> in connection with a proposal to develop a power project in Madagascar.
Norway	Advised <i>Den norske stats oljeselskap a.s</i> (“Statoil”) in connection with four equity investments from 1994 through 1997 totaling over \$500 million in the common and preferred stock of The Eastern Group, Inc. (now Statoil Energy, Inc.)
Peru	Represented <i>Hart Energy International Limited</i> in a consortium acquiring generating assets in Peru.
Russia	Advised <i>Strategic Partners (Holdings) Limited</i> , whose shareholders included STV Group, AIG, and Deutsche Morgan Grenfell, in connection with the proposed project financing of a new international terminal at Pulkovo International Airport in St. Petersburg, Russia (abandoned).
Turkey	Advised <i>TM Global Power L.L.C.</i> in connection with its equity participation in an 80 MW power generating facility proposed to be built in Corlu, Turkey with The Nuh Group and GE/Stewart & Stevenson.
US and Russia	Advised <i>PaineWebber Incorporated</i> and affiliates in connection with the formation and \$150 million financing of Russia Partners Company, L.P., the first OPIC-guaranteed Russian investment fund.

US

Advised *Den norske stats oljeselskap a.s* (“Statoil”) and its U.S. subsidiaries in connection with the sale of Eastern States Oil & Gas, Inc. to Equitable Resources, Inc., the sale of Statoil Energy Services, Inc. to Amerada Hess Corporation, the sale of interests in two Long Island, NY, cogeneration projects to Calpine Corporation, the sale of a cogeneration project and Harrisburg, PA, steam loop to NRG Thermal Corporation, the sale of a Dover, DE, cogeneration project to NRG Thermal Corporation, and the sale of development rights to a 1200 MW combined cycle power project in Fairless Hills, PA, to an affiliate of Dominion Resources, Inc., in transactions closed in 2000 aggregating over \$800 million.

Advised *Reliant Energy, Inc.* in connection with the 1999 development and project financing of a 790 MW cogeneration facility currently under construction at the Channelview, Texas petrochemical plant of Equistar Chemicals, L.P.

Represented *Mosbacher Power Group L.L.C.* in connection with the formation of domestic and foreign joint ventures with TECO Power Services Corporation for the purpose of developing, financing, owning, operating and managing certain independent power and cogeneration projects.

Advised *Mosbacher Power Group L.L.C.* in connection with the 1998 project financing of a 340 MW cogeneration facility at the Borger, Texas refinery of Philips Petroleum Corporation.

Advised *The Carlyle Group* in connection with a 1995 \$20 million equity investment in convertible preferred stock of GTS Duratek, Inc.

Advised *Mosbacher Power Group L.L.C.* in connection with the \$34 million project financing of a cogeneration facility at the Chevrolet Blazer assembly facility of General Motors Corporation in Linden, New Jersey.

Advised *Dominion Energy, Inc.* (subsidiary of Dominion Resources, Inc.) in connection with the 1992 \$100-200 million acquisition of coal seam gas properties from Hillman Company and The River Gas Corporation.

Advised *Kinray, Inc.*, the 20th largest U.S. pharmaceutical distribution company, in connection with 1993 establishment of a \$30 million revolving credit facility and leveraged dividend to Kinray's sole shareholder.

Advised *ESI Energy, Inc.* (affiliate of Florida Power and Light Company) in connection with its 1991 acquisition of a 40% + partnership interest in the 663 MW Doswell independent power project and 1992 admission of BrightStar Group, Ltd. to the Doswell partnership.

Advised *ESI Energy, Inc.* in connection with the negotiation of an EPC contract and financing of 1991 expansion of SEMASS waste-to-energy project.

Advised *ESI Energy, Inc.* in connection with its 1989 and 1990 equity investments in the SEGS VIII and IX 80 MW solar electric energy projects having a combined capital cost in excess of \$500 million.

Acted as regulatory counsel to (a) *Citibank* in connection with a 1992 secured loan to Enron Power and Jones Capital in connection with Milford, Mass independent power project, (b) *Houston Industries Incorporated* in connection with 1992 bid for SEGBA Argentine utility transmission and distribution systems assets, and (c) *The Prudential Insurance Company of America* in connection with a 1992/1993 application for an SEC order under Section 2(a)(7) of the Public Utility Holding Company Act of 1935 in connection with the ownership of voting securities of El Paso Electric Company.

Advised *PaineWebber Incorporated* in connection with a 1991 \$25 million private placement of 8% cumulative convertible preferred stock of United Waste Systems, Inc.

Advised *Catalyst Energy Corporation* in connection with the 1990 restructuring and dissolution of Catalyst Solar Limited Partnership.

Advised *RECOLL Management Corporation* in connection with 1992 restructuring of secured loans to New Haven Terminal, Inc., a New Haven, Connecticut oil and gasoline terminal company.

Advised CEO of Fortune 500 corporation in connection with 1992 SEC enforcement investigation.

Advised *Insilco Corporation* in connection with 1989 \$480,000,000 public offering of 15% Senior Subordinated Notes and Subordinated Discount Debentures.

Advised *Gibraltar Savings Bank* in connection with 1989 \$7 million subordinated loan to Tex-Tech Holdings, Inc., the leading manufacturer of tennis ball felt.