



## Randolph J. Hill

Of Counsel

Boise, ID

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### Industries Serviced

Agribusiness  
Energy & Infrastructure  
Forest Products  
Independent Power Producers  
Mining  
Renewable Energy

### Service Areas

Climate Change  
Construction and Design  
Corporate  
Corporate Governance  
Independent Power Producer Solutions  
Mergers & Acquisitions

### Bar Admissions

Idaho  
New York (retired)

### Education

Georgetown University Law Center, J.D., 1981, with honors; Managing Editor, Law & Policy in International Business; Law Fellow  
George Washington University, B.A., Political Science/Economics, 1978, ranked first in class

### ABOUT RANDY

With 37 years of diverse experience as a CEO, corporate counsel and Wall Street lawyer, Randy Hill has a unique and well-rounded understanding of complex multi-disciplinary business issues. He is an experienced executive manager and team leader, trusted advisor, and problem solver. At his core, he is a “closer” - the consummate transactional lawyer with vast experience in successfully completing a full range of domestic and international projects and business deals involving, in the aggregate, tens of billions of dollars and oftentimes innovative first-of-kind structures, including mergers and acquisitions, energy and infrastructure development, EPC, design-build and management and operations contracting for huge private and government-sponsored projects, and project finance and other complex capital-raising and financing transactions. He approaches every matter (regardless of size and complexity) with a mind for business, enthusiasm and relentless effort to achieve the client’s objectives efficiently and effectively. As a former client himself, he knows what clients expect of their outside counsel and continually strives to exceed those expectations.

Before joining the firm, Randy most recently served as chief legal officer for a major, multibillion-dollar division of AECOM (previously Washington Group International and then URS through successive mergers), a leading engineering, construction and management solutions business serving clients in the oil and gas, power, industrial process, civil construction, mining and government sectors worldwide. He was responsible for all legal affairs of this global business, including contracting, risk management, claims and litigation, acquisitions and divestitures, corporate governance and compliance, and also served as the executive leader of the company’s Boise office with over 400 employees. He also served on the company’s risk management committee responsible for overseeing operations, business prospects and execution of major projects.

Randy also served as General Counsel and then President and CEO of Ida-West

Energy, an independent power company, guiding all of its operating, financing, development, acquisition, energy marketing and other business activities while managing intricate relationships with stakeholders, partners, lenders, power purchasers, royalty owners, regulatory agencies and governmental authorities.

Previously, Randy was in private practice with Cravath, Swaine & Moore (a premier Wall Street firm) and then, when he returned to his native Idaho, a prominent Boise-based firm. During these years, he participated fully in a broad range of numerous complicated business transactions.

Randy is serving his fourth term as one of seven Governor-appointed directors (and is currently Chair) of the Idaho Energy Resources Authority, an instrumentality of the State of Idaho with the authority to finance, through the issuance of revenue bonds, the construction of electric generation and transmission projects for investor-owned, municipal and cooperative electric utilities, and certain renewable energy projects for independent developers.

He also served on the Board of Directors of U.S. Geothermal Inc., a publicly traded renewable energy company headquartered in Boise, and as Chair of the Board's Executive and Compensation Committees, until April 2018 when the company was acquired by Ormat, a leader in the geothermal energy sector with headquarters in Israel. Randy also served on the Special Committee established by the Board to conduct the sale process.

## **EXPERIENCE**

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- Represented Greenbacker Renewable Energy Corporation in its acquisitions of (i) the Fossil Gulch Wind Farm in Idaho, (ii) the Georgia Mountain Wind Farm in Vermont, (iii) the Midway III Solar Farm in California and (iv) the Lancaster and Jamestown Solar Systems in California and the Sterling and Mesa Solar Systems in Colorado.
- Represented Integrated Asset Management, a Canadian fund, through its subsidiary IAM Infrastructure Private Debt Fund LP, in its term loan to a Canadian borrower that was used to refinance the debt of its US-based project company and secured by a hydroelectric facility located in Oregon.
- Structured, negotiated, documented and closed multiple innovative non-recourse project financings, secured and unsecured corporate lines of credit, and private placements and public offerings of debt and equity securities in the energy sector and other industries.
- Acted as a leading advisor on public-private partnerships (including concessions) and related project financing for various types of infrastructure (including transportation) facilities throughout the world.
- Evaluated and submitted bids for the development or acquisition of thousands of megawatts of power generation facilities of nearly every type, including gas-fired, coal, biomass, wind, geothermal and hydro, located in every region of the U.S. and in foreign countries, and performed valuations and financial pro forma analyses and crafted transaction structures in numerous two-step auction divestitures and request for proposal processes, successfully competing against some of the energy industry's largest players.

- Performed key role in completing all permitting and development activities for both small- and large-scale power generation facilities, including issuance of land use permits, environmental impact statements, air contaminant discharge permits, water use permits and other applicable governmental approvals, and the negotiation of numerous complex and interrelated agreements with a multitude of project participants, such as equity investors, lenders, power purchasers, steam hosts, fuel suppliers, landowners, water rights holders, transmitting utilities, equipment suppliers, contractors and engineers.
- Led business and legal teams regarding all aspects of strategic, multibillion-dollar mergers of public companies, including due diligence, negotiation of merger agreements, preparation and filing of joint proxy statements and prospectuses and interactions with U.S. Securities and Exchange Commission, Hart-Scott-Rodino antitrust notifications and other regulatory approval processes, and advice to officers and directors regarding transaction structures and corporate governance under applicable law, and participated in developing and executing merger integration plans to enhance combination success.
- Led the complicated divestiture of a large coal mining and power generation subsidiary based in Europe through a multi-phased sale process involving dozens of potential bidders from all parts of the globe, successfully selling the subsidiary to a consortium of other European companies, resulting in a profit of several hundred million euros.
- Participated fully in multi-year bidding process and subsequent contract negotiations with a foreign national government concerning its privatization of nuclear decommissioning activities at one of the most complex nuclear sites in the world, resulting in the award to the company of a long-term management and operations contract valued at over forty billion dollars and the acquisition of a business with over 10,000 employees.
- Structured, negotiated and closed numerous (i) formations of joint venture companies combining the assets and skills of top-tier industry leaders for the purpose of pursuing, in the aggregate, tens of billions of dollars of projects, contracts and businesses throughout the world and (ii) acquisitions and divestitures of assets and companies in various industries.
- Managed the negotiation and execution of thousands of normal course of business construction, engineering, procurement, supply and other service-type contracts, devising and implementing easy to understand risk allocation guidelines for use by legal and business development teams to ensure quality control across the enterprise.
- Successfully negotiated a number of favorable settlements with U.S. and foreign governments concerning disputes over high-profile projects and contracts, avoiding substantial financial risk to the affected companies.

## **HONORS & ACTIVITIES**

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### **Professional Honors and Activities**

- Member, Idaho State Bar
- Recipient, Distinguished Section Member Award, Business and Corporate Law Section, Idaho State Bar, 2017
- Member, Governing Council, Business and Corporate Law Section, Idaho State Bar, 1995-2010 (CLE Director, 1995-1996; Vice Chair, 1996-1997; Chair, 1997-1998)
- Arbitrator, Idaho State Bar Fee Dispute Arbitration Program, 1995-2010
- Recipient, Idaho State Bar Outstanding Service Award, 1998

### **Civic Activities**

- Member, Board of Governors, Andrus Center for Public Policy (Boise State University), 2012-present
- Member, Energy Storage Task Force, Idaho Strategic Energy Alliance (established by Idaho's Governor), 2016-present
- Member, Leaders in Action Planning Committee, Concordia University School of Law, 2016-present
- Director, Boise Metro Chamber of Commerce, 2008-2015 (Chair, 2012)
- Director, Idaho Association of Commerce and Industry, 2001-2004, 2008-2010
- Director, Women's and Children's Alliance, 1995-2008 (Treasurer, 1996-1998; President, 1998-2003)
- Member, Executive Committee, Idaho Partners Against Domestic Violence, 1998-2005