



## GIRARD P. MILLER

Of Counsel

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### OVERVIEW

Girard Miller has been a transactions attorney for more than 30 years. He has helped clients with mergers and acquisitions, joint ventures, corporate finance, governance (both for profit and not-for-profit entities), venture capital, and corporate and business law matters—domestically and internationally.

He has regularly advised public and private businesses, investment banks, medical and equipment manufacturers, private equity, and mezzanine and hedge funds on the creation, development, finance, purchase, or sale of technology, projects, and businesses. In addition, Girard has represented online retail businesses, hotels, and restaurants as well as clients dealing with agribusiness matters and M&A transactions involving co-ops (agricultural and non-agricultural).

Girard has assisted clients in the development and financing of energy projects and alternative energy projects since the early 1990s, including solar, wind, hydropower, biofuels, biomass, and traditional oil and gas projects.

After law school, Girard served as law clerk to the Honorable Shiro Kashiwa of the United States Court of Appeals for the Federal Circuit, Washington, DC.

### SELECTED EXPERIENCE

- Regularly acts as special counsel with national and international law firms on matters pertaining to Minnesota law.
- Represented venture capital fund in an investment in a company with desalination technology.
- Represented a developer in connection with the sale of a U.S. hydroelectric facility to a foreign buyer.
- Represented an investment bank in connection with a capital transaction to finance the development of a liquefied natural gas (LNG) plant in North Dakota.
- Represented a clean technology manufacturing client in raising an excess of \$200 million through a series of capital transactions.
- Represented an independent power producer in the negotiation of approximately 450 MW of power generation through a combination of wind power and gas peaking power turbines.

### AREAS OF PRACTICE

Corporate & Securities

- Closely Held Businesses
- Corporate Governance
- Emerging Businesses & Venture Capital
- General Counsel Services
- Investment Funds & Hedge Funds
- Management & Leveraged Buyouts
- Mergers & Acquisitions
- Nonprofit
- Public Company Securities Offerings & Compliance

### BAR ADMISSIONS

Minnesota

### EDUCATION

New York University School of Law  
LL.M. in Taxation, 1979

Seattle University School of Law  
J.D., *cum laude*, 1977

Creighton University  
B.A., 1973

- Represented a developer in the purchase of a Nebraska wind project site, including negotiation of power purchase agreement, multi-state interconnection matters, ground leases, a NIMBY dispute, and issues related to entity ownership.
- Represented a national retail chain in a program for purchase of renewable energy credits (RECS).
- Represented an investment bank in connection with a capital transaction to finance the development of a North Dakota salt water disposal well.
- Represented a private equity fund in the acquisition of fracking technology.
- Represented a clean technology manufacturing client in its sale to a foreign buyer.
- Represented underwriters in private and public securities offerings and served as counsel to investment banks in merger and acquisition transactions.
- Represented a clean technology client in establishing distribution networks in the Middle East.

### LEADERSHIP & COMMUNITY

- Law360: Energy Editorial Advisory Board 2011-2015
- Cristo Rey Jesuit High School, Minnesota: Director 2010-2018; Board Chair 2014-2017; Former member of Executive Committee
- American Council On Renewable Energy: Leadership Council 2012
- Advisory Committee to the Minnesota Commerce Department (Minnesota Securities Act): 2004-2006
- SEC Government Business Forum on Small Business Capital Formation: 1995-2001, 2003-2006
- Energy Alley: Advisory Board 2003-2005
- Energy Bar Association: Formerly on Renewable Energy Committee
- Children's Cancer Research Fund: former Director and Secretary
- The Boys & Girls Clubs of the Twin Cities: former Director and Secretary
- The Boys & Girls Clubs of the Twin Cities Foundation: former Director and Secretary

### SELECTED HONORS

- **Recognized on Minnesota Super Lawyers® list**, 2003-2019 (*Minnesota Super Lawyers® is a designation given to only 5 percent of Minnesota attorneys each year, based on a selection process that includes the recommendation of peers in the legal profession.*)
- **North Star Lawyer**, Minnesota State Bar Association, 2014 (*North Star Lawyer is a designation that recognizes members who provide 50 hours or more of pro bono legal services in a calendar year.*)
- **Named one of "40 Minnesotans on the Move,"** (For work in Alternative Energy), *Finance and Commerce*, 2009

### SELECTED PRESENTATIONS

- Eighth Annual Conference on Legal and Business Developments for Renewable Energy in the Midwest, co-chair, Law Seminars International, 2016
- The Seventh Annual Conference on Legal, Regulatory and Business Developments for Renewable Energy in the Midwest, co-chair, Law Seminars International, 2015
- "New Developments in Renewable Energy in the Midwest," co-chair and moderator, Law Seminars International, 2014
- "SEC Hot Topics Institute," co-chair and panel member, RR Donnelley, 2013
- "New Developments in Renewable Energy in the Midwest," co-chair and moderator, Law Seminars International, 2013
- "SEC Hot Topics Institute," panel member, RR Donnelley, 2012
- "New Developments in Renewable Energy in the Midwest," co-chair and moderator, Law Seminars International, 2012
- "On their Own? The Federal Role in a Time of Deficits," The Bond Buyer's Symposium on Public Financing of Sustainable Energy, panel member, 2011
- "New Developments in Renewable Energy in the Midwest," co-chair and moderator, Law Seminars International, 2011
- "New Developments in Renewable Energy," co-chair and moderator, Law Seminars International, 2010
- "The Business of Smart Grid: Benefits for Minnesota's Companies and Workforce," panel member, Minnesota Trade Office and the University of Minnesota Initiative for Renewable Energy & the Environment (IREE), 2010

- "New Developments in Renewable Energy in the Midwest," co-chair and moderator, Law Seminars International, 2009
- "21st Century Infrastructure: Opportunities and Hurdles for Renewable Energy Development," co-chair & moderator, Renewable and Distributed Generation Resources Committee of the ABA Section of Environment, Energy and Resources, 2009
- "Emerging Trends in Alternative Energy Litigation," panel member, University of Texas School of Law, 2007

### SELECTED PUBLICATIONS

- "Siting Projects in the U.S.," co-author, *US-China Quarterly Market Review*, a collaborative report by American Council on Renewable Energy (ACORE) and Chinese Renewable Energies Industries Association (CREIA), 2011
- *Alternative Energy Glossary and Reference Guide*, co-editor, 2nd ed., 2010
- **Featured in:** "Ahead of the Curve: Girard Miller's Alternative-Energy Niche Goes Mainstream," *Finance & Commerce*, Vol. 122, 2010
- "Developers See Green and Neighbors See Red: A Survey of Incentives and Mandates For The Development Of Alternative Energy And The Unfolding Challenges," 3 *Texas Journal of Oil, Gas and Energy Law* 118 (2008)