



Charles G. Miller*

OF COUNSEL

t. 704.338.5306

cmiller@maynardnexsen.com



The Carillon Building
227 W Trade St #1550
Charlotte, NC 28202

Practices

Commercial Law

Alternative Energy

Banking & Finance

Education

Vanderbilt University
(1989, J.D.)

University of the South
(1986, B.A. in History, *summa cum laude*)

Admissions

State Bar: Texas

U.S. Court of Appeals: Fourth and Fifth Circuit

U.S. District Court: Southern, Northern, Eastern, and Western Districts of Texas

**Mr. Miller is not currently licensed to practice law in South Carolina.*

Charles practices in the areas of finance and commercial law. His practice primarily focuses on the representation of commercial banks and borrowers in a variety of commercial lending transactions, including asset-based lending and other secured transactions. Charles's energy and infrastructure-related experience includes engineering, procurement and construction (EPC) contracts, offtake agreements, fuel supply agreements, operations and maintenance contracts, sales and acquisitions, and project financing for power plants, natural gas, gas-to-liquids and LNG facilities. His power project work also includes fossil-fuel, renewable and waste-derived fuel projects. Charles also assists companies in commercial transactions, including the drafting, reviewing, and negotiating a wide range of commercial agreements.

Before moving to Charlotte, Charles practiced with Andrews & Kurth in Houston, Texas, where he worked primarily on energy finance and environmental matters. He served as Chairman of the Harris County (Houston) Bar Association's Environmental Law Section and has authored and delivered papers on renewable energy financing and environmental law issues.

He serves as an Instructor of Commercial and Corporate Law at Central Piedmont Community College and previously served as an Adjunct Professor of Environmental Law at South Texas College of Law. Charles received his undergraduate degree in history from The University of the South in Sewanee, Tennessee, where he graduated *summa cum laude*.

and was a member of Phi Beta Kappa, and his J.D. from Vanderbilt University in Nashville, Tennessee. At Vanderbilt, Charles was an associate justice of the Moot Court Board.

Experience

His representative experience includes:

- Assisting lenders in financing of USDA guaranteed business and industry program lending, including preparation and review of credit and security agreements, notes and supporting guarantees, certificates and related documentation.
- Assisted in preparation and negotiation of project documents for sale of 100 MW wind farm in West Texas.
- Representing refinery building 500 MW cogeneration plant in Louisiana; handled drafting of initial project documents (offtake, supply and EPC contracts); assisted in negotiation of same; and coordinated environmental due diligence and related negotiating matters for project company.
- Development of gas-fired repowering project in Fort Pierce, Florida; assisted in all aspects of transaction, including drafting of project documents and advice regarding contaminated property issues.
- Represented lenders and issuers in environmental due diligence in connection with numerous securities offerings for various energy and industrial concerns, including producing oil and gas properties, pipelines and storage facilities, tree farms, refineries, gas plants, and commercial real estate. Drafted and reviewed disclosure language for SEC filings related to such offerings.
- Extensive involvement in financing of 8,000-ton methane plant in Trinidad and Tobago --- Project Finance Magazine's 2002 "Latin America Deal of the Year". Negotiated in country with local gas, industrial development, and environmental officials with respect to leases, off-take agreements, permits and easements; drafted EPC contracts and other project and credit documents; and assisted client with response to lender group inquiries.
- Represented American subsidiary of landfill gas power plant developer in routine corporate matters (LLC formation, minutes, and corporate law compliance) and development of several renewable power plant projects in Texas, California and Ohio. Negotiated power purchases agreements (PPAs) and supply contracts. Renegotiated omnibus development agreement with large waste disposal company for building and operation of up to twenty different power plants. Assisted tax counsel with IRC Section 29 tax matters.

Community & Professional

Member, American Bar Association, Business Law Section

Member, Texas Bar Association, Business Law Section

Member, Texas Bar

Member, German American Chamber of Commerce of the Southern United States

Author, "United States Renewable Energy Outlook," International Power Finance Review, Euromoney: London, 2003/2004

Author/Speaker, "Anticipating Lender Issues," paper presented at CBI Renewable Energy Projects Conference, Denver, Colorado, June 2003

Author/Speaker, "Renewable Energy Financing Incentives," paper delivered at Center for International Legal Studies, Steamboat Springs, Colorado, February 2003

Author/Speaker, "Portfolio Financings," EPA Landfill Methane Outreach Program Conference, Washington, D.C., December, 2001