



## DISTRIBUTED SOLUTIONS - LEGAL

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# DS LEGAL DEPARTMENT MISSION

Provide high-quality, timely, responsive, results-oriented, and business-driven legal services to DS, ES, and PX that deliver business outcomes, mitigate risk, and enable Company goal achievement

Contract Drafting & Management

Transactions (In-House)

Site Acquisition, Title Survey, Environmental

Dispute Guidance & Management

Safety & Risk Management

Human Resource Contracts & Disputes

Surety Negotiation and Management

Outside Counsel Management

Subsidiary Formation & Management

# Who We Are & What We Do

DS Legal is an in-house law firm for the DS company group. Distributed transactions and contracts – especially key contracts like PPAs, Leases, EPC Agreements, MIPAs – are complex, typically involve utility and C&I customers that are represented by outside law firms and require relatively sophisticated legal work to close. Because distributed matters are small (in terms of dollars and megawatts) it is not cost-efficient to refer DS legal work to outside law firms. The DS Legal Department provides high-level, sophisticated (and sometimes not so sophisticated) legal work to enable the DS business.

The DS Legal Team members make it a point to stay engaged with their DS colleagues and are able to issue spot and provide multi-faceted advice and counsel to enable efficiencies and avoid risk.

• <b>ML Geffert</b>	• <b>Scott Hesser</b>	• OPEN	• OPEN	• OPEN ( <i>Not Posted as of 12/14/2020</i> )	• <b>Erika Utter</b> (1/31/2021)
• Gen Counsel – DS (Sr. VP)	• Sr. Real Estate & Development Counsel	• Senior Counsel – EnterSolar	• Senior Counsel – PowerFlex	• Senior Counsel – Proj. Deliv.	• Contracts Manager
<ul style="list-style-type: none"> <li>• Direct Legal Services (M&amp;A, PPAs, EPCs, O&amp;M, Procurement) – All DS</li> <li>• Dispute Resolution</li> <li>• Subsidiary Form./Mgmt.</li> <li>• HR Agts &amp; Investigatns</li> <li>• Outside Couns. Mgmt</li> <li>• Insurance/Surety</li> <li>• Safety</li> </ul>	<ul style="list-style-type: none"> <li>• Site Security (Leases &amp; Options)</li> <li>• Title Rev. and Mgmt</li> <li>• Survey</li> <li>• Environmental</li> <li>• Complex Devlpmt/ Permitting Mtrs</li> </ul>	<ul style="list-style-type: none"> <li>• Direct Legal Services (M&amp;A, PPAs, EPCs, O&amp;M, Procurement) – ES only</li> <li>• Dispute Resolution</li> <li>• Subsidiary Form./Mgmt.</li> <li>• Insurance/Surety</li> </ul>	<ul style="list-style-type: none"> <li>• Direct Legal Services (MSAs, Work Orders, Other) – All PX</li> <li>• Insurance/Surety</li> <li>• Safety</li> <li>• Dispute Resolution</li> </ul>	<ul style="list-style-type: none"> <li>• Direct Legal Services (EPC Agts) DS &amp; ES</li> <li>• Project Hand-Off</li> <li>• Project Tracking</li> <li>• Safety</li> <li>• Dispute Resolution</li> <li>• General Legal Supt</li> </ul>	<p>For DS, ES, and PX:</p> <ul style="list-style-type: none"> <li>• Manage all contract intake</li> <li>• Manage CLM</li> <li>• Review and turn repeatable Contracts</li> </ul>

# DEPARTMENT CHALLENGES



1. Bottlenecks and delay in turning contracts
2. Failure to set reasonable timing expectations
3. Lack of document accessibility/filing system (balancing confidentiality and access)
4. Insufficient intra-company networking, outreach, trust-building
5. Client engagement in legal processes

# CLIENT ENGAGEMENT



- As the EDFR-DS headcount – particularly business development headcount – increases, the number of people engaging with the Legal Department has increased.
- The volume of legal work is increasing.
- New employees do not know the role/ responsibilities/ and requirements of the legal function within EDFR-DS, including:
  - Review and approval of all contracts (unless an approved form is used).
  - Retention and oversight of outside counsel.
  - Entity creation/management.
- CA-based employees may not seek out Legal Department support.

# EDF Renewables DS Legal – 2021 Goals

GOAL	OBJECTIVES	MEASUREABLE	TIME-BOUND
Category	Tactical steps/milestone	How will you measure progress during and/or after the timeline	Specify when results will be achieved
<b>Integrate Legal Function in a Group that Serves ES/DS/PX; Create an integrated legal service group for DS</b>	Recruit and hire at least two (and potentially 3) attorneys: one for EnterSolar; one for PowerFlex, and one for DS/ES EPC	3 attorneys for each business unit hired	3/31/2021
	Re-define Contract Manager (Erika Utter) role at ES to serve ES/DS	Contract Manager job description created, reviewed and approved	3/31/2021
	On-board and train new hires/re-allocated staff	New hires onboarded and trained	5/31/2021
<b>Implement ES/DS Contract Intake, Management and Retention System</b>	Create ES/DS intake system, relying primarily on Contract Manager	Intake System created and needed stakeholders trained	3/31/2021
	Deploy Malbek or Salesforce strategically to create efficiencies	One contracted management system / process is implemented across DS	6/30/2021
	Hire an implementation consultant	Implementation consultant hired	1/30/2021
	Take inventory and align all applicable contracts where alignment would be beneficial to Entersolar and EDFR	List of contracts identified; and applicable contracts aligned across DS	9/30/2021
<b>Enhance contract management and project delivery processes.</b>	Create summary of (or use CLM platform to capture and report) key contract milestones, requirements, and other criteria based on EPC, DBS, PPA, Lease, and MIPA requirements as applicable	Creation of accessible summary or meta-data set for each major contract form in coordination with executive and project delivery teams	Rolling (Add one Major Contract at least monthly)
	Implement process for contract compliance and check-in	Determine frequency and format for check-ins; implement	2/28/2021
	Create Contract Close out forms and processes	Creation of a close-out form that is part of Project closeout for accounting, O&M, warranty, etc. (Would include key data points (due dates, LD amounts, metrics) as well as key Project data (capacity, location, landowner, PVSyst and similar)	5/31/2021
	Manage contract disputes holistically	Coordinate with EPC and executive teams to enable legal inputs for contract deviations BEFORE these become disputes (including delays, delivery issues, change orders and similar)	3/31/2021
<b>In coordination with management priorities, implement customer - focused legal practices</b>	Establish legal team office hours	Held [monthly] legal team hours	12/31/2021
	Assign legal team member to each department manager and implement regular check-ins (at least monthly)	Legal team member assigned, and monthly check-ins implemented	12/31/2021
	Bi-ennial customer check in with customer base and management	One check in done in 2021	12/31/2021