



**EBC Rhode Island Chapter Brownfields Program
Contaminated Property Buying/Selling Strategies: A Mock Transaction**

Brownfields Projects – Helping Move Rhode Island's Economy Forward

Wednesday, January 13, 2016

Adler Pollock & Sheehan, P.C.
Providence, Rhode Island

AGENDA

- 8:00 a.m. **Welcome and Introduction**
- Robert Atwood, P.E., LSP, Chair, EBC Rhode Island Chapter
Program Chair and Moderator
President, Resource Control Associates
- 8:15 a.m. **Seller Team Discusses Pending Sale of Mock Site**
- Seller/Owner*
- Bob Atwood, Owner of "Messy Scrap Yard Incorporated"
- Legal Counsel to Seller*
- Christian Capizzo, Counsel, Shechtman, Halperin Savage, LLP
- 8:30 a.m. **Buyer Team Discusses Preliminary Transactional Issues of Mock Site**
- Buyer / Developer*
- Julian Dash, Principal/Founder, Clean Economy Development LLC
- Legal Counsel to Buyer*
- Alan Shoer, Shareholder/Partner, Adler Pollock & Sheehan, P.C.
- 8:45 a.m. **Discussion of Site Environmental Assessment & Remediation Results**
- Mark House, Vice President & Principal Scientist, Resource Control Associates
- 9:10 a.m. **Final P&S Negotiations Between Buyer and Seller**
- 9:40 a.m. **Finance and Tax Considerations**
- Brownfield Redevelopment Gaining Traction in RI's Economic Development Strategy*
- Scott Wolf, Executive Director, Grow Smart Rhode Island
- RI DEM / U.S. EPA Brownfields Grant Program*
- Terrence Gray, P.E., Assistant Director for Air, Waste & Compliance
RI Department of Environmental Management
- Tax Credit Considerations*
- Warren Kirshenbaum, President, Cherrytree Group, LLC
- 10:00 a.m. **Networking Break**

- 10:30 a.m. Regulatory Adjustments Worth Considering**
- Michael Donegan, Attorney, Orson and Brusini Ltd.
- 10:50 a.m. Panel Discussion – Buyer and Seller Teams**
Panel Moderator: Bob Atwood, Resource Control Associates
Panel Members:
- Christian Capizzo, Shechtman, Halperin Savage, LLP
 - Julian Dash, Clean Economy Development LLC
 - Michael Donegan, Orson and Brusini Ltd.
 - Terrence Gray, RI DEM
 - Mark House, Resource Control Associates
 - Warren Kirshenbaum, Cherrytree Group, LLC
 - Alan Shoer, Adler Pollock & Sheehan, P.C.
 - Scott Wolf, Grow Smart Rhode Island
- 12:00 noon Adjourn**

PROGRAM CHAIR

Robert Atwood, P.E., LSP, President

Resource Control Associates

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Mr. Atwood is founder and president of Resource Control Associates, Inc. and has practiced as a Registered Professional Engineer in five states and as a Ma. Licensed Site Professional for over 42 years. He holds a Master's Degree in Environmental Engineering from Northeastern University. His background offers broad based experience with environmental assessment and remediation, as well as civil engineering design and construction management. Mr. Atwood's environmental experience includes work covering all aspects of environmental assessments, comprehensive remedial investigations, engineering design, remedial construction and Brownfields redevelopment on a full spectrum of environmental contaminants, at a wide range of urban and rural sites.

SPEAKERS

Christian Capizzo, Counsel

Shechtman Halperin Savage, LLP

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Christian is an experienced litigator and trial attorney having handled a number of high profile cases as both a civil and criminal prosecutor in Massachusetts and Rhode Island. He has amassed a significant amount of trial and litigation experience, as the lead attorney on over 25 jury trials to verdict. He successfully represented the state on environmental enforcement, regulatory and compliance issues, bankruptcy and receivership matters, tort claims, wildlife management, marine affairs, natural resource and energy issues as well as the recovery and repatriation of historically significant artifacts. He has earned a reputation for creating a network of local and national experts to call upon regarding pressing environmental issues. Prior to joining SHS, Christian served in the Rhode Island Attorney General's Office for over 9 years, handling litigation at the local, state and federal level on civil and criminal environmental issues impacting Rhode Island. During this time, he served as outside legal counsel for the Rhode Island Department of Environmental Management advising government officials on criminal and civil enforcement matters, drafting legislation, and negotiating resolutions on diverse environmental legal matters.

Prior to his time with the Rhode Island Attorney General's Office he worked as an assistant district attorney at the Norfolk District Attorney's Office in Massachusetts, in a variety of frontline management positions including, chief of the Wrentham District Court and as a member of the motor vehicle homicide unit. Additionally, he worked as a private sector litigator and trial attorney in Massachusetts handling a variety of civil matters. This experience brings diversity to his expertise and enables him to successfully represent clients in a multitude of complex legal settings.

Mr. Capizzo received his bachelors degree from Providence College and a JD from Suffolk University Law School. He maintains his ties with Suffolk, mentoring future attorneys through their law student mentor program. His commitment to the environment is evident through his involvement with the Audubon Society of Rhode Island, where he serves as a board member and sits on their properties acquisition committee.

Julian Dash, Principal/Founder
Clean Economy Development LLC
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Julian has over ten years as a professional in the clean economy that has financed and developed large real estate projects utilizing green building practices, overseen the finance and installation of distributed generation renewable energy systems, lead state/municipal policy development and adaptation and currently manages a public fund which has closed over \$10MM in direct renewable energy and energy efficiency investments.

Michael P. Donegan, Esq.
Orson and Brusini, Ltd.
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Michael Donegan is an attorney in the Rhode Island law firm Orson and Brusini, Ltd., where he oversees the firm's environmental practice group. He has over 30 years of experience in the area of environmental law and is recognized by Martindale Hubble as a Preeminent Attorney in his field. Michael has extensive experience in all areas of environmental law, including federal, state and local permitting associated with major commercial, industrial and manufacturing facilities; site remediation associated with soil, groundwater and natural resources; federal and state Brownfields site remediation and redevelopment; matters involving hazardous and solid waste management and disposal; matters involving water and air discharge; land-use planning and development; freshwater and coastal wetlands; permitting and development of energy projects, including those before the Energy Facilities Siting Board and matters involving regulatory compliance, enforcement and litigation. Michael's practice includes advising clients on all manner of permitting and environmental compliance matters relating to real estate transactions, financing and corporate sales, mergers and acquisitions.

Michael is a member of the Environmental Section of the R.I. Bar Association, the Rhode Island Society of Environmental Professionals, the Environmental Business Council of Rhode Island and is Vice Chairman of the Planning Board for the Town of East Greenwich, RI. He is an author and editor of the Rhode Island Environmental Law Handbook. Michael obtained his J.D. from the University of Pennsylvania Law School in 1987 and graduated from Dartmouth College in 1984.

Terrence Gray, P.E., Associate Director for Environmental Protection
Rhode Island Department of Environmental Management
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Terrence Gray is the Associate Director for Environmental Protection at the Rhode Island Department of Environmental Management, a new position that he was recently promoted into after serving 13 years as the Assistant Director for Air, Waste and Compliance. In this new position, he oversees all the major environmental

regulatory programs in DEM, including the Offices of Air Resources, Water Resources, Waste Management, Emergency Response, Compliance and Inspection, and Technical & Customer Assistance and directs the implementation of the regulatory compliance, technical assistance, and enforcement programs.

Terry has been with DEM for over twenty-five years. He has a Bachelor of Science degree in Chemical Engineering from Lehigh University, a Master of Science degree in Environmental Engineering from Northeastern University, and Master of Business Administration degree from the University of Rhode Island. Mr. Gray is a registered professional engineer in Rhode Island.

Mark House, Vice President and Principal Scientist
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Mr. House has over 20 years of technical and managerial experience in environmental site assessment and remediation throughout New England and the East Coast. His experience includes overseeing environmental cleanup and site closure activities in accordance with RCRA, CERCLA, and various state regulations. Mr. House has also assisted clients with managing risks associated with Brownfield redevelopment including the identification, evaluation and procurement of funding vehicles, completing comprehensive assessment and remediation efforts, and structuring beneficial insurance products and institutional controls. As Vice President, Mr. House is responsible for maximizing corporate efficiency and profitability while maintaining client satisfaction through consistent, responsive, cost effective, high quality work. Mr. House also functions as Principal Scientist on key projects with the responsibility of identifying solutions to meet client needs and regulatory compliance, proposing and negotiating budgets, implementing response actions in a timely manner, as well as allocating and aligning resources.

Warren Kirshenbaum, President
Cherrytree Group, LLC
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Warren Kirshenbaum is the President of the Cherrytree Group, LLC. Warren founded Cherrytree in 2006 and has built Cherrytree into a specialist tax credit consultation, brokerage, and syndication firm. He has utilized his expertise to build an integrated company that provided development consulting, brokerage, and syndication services for tax incentivized real estate based transactions, particularly in the environmental remediation (Brownfields), renewable energy, and historic rehabilitation areas.

Warren Kirshenbaum has experience in both business and real estate; he has worked on corporate and securities transactions, tax credit transactions, including the Massachusetts Brownfields Tax Credit, Renewable Energy Tax Credits, such as the Federal Investment Tax Credit (ITC) and the federal and state historical rehabilitation tax credit.

Alan Shoer, Shareholder/Partner
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Alan Shoer's practice encompasses all aspects of energy, environmental and utility project development. He's worked as in-house corporate counsel, as managing director of regulatory affairs director for regional utilities, as Rhode Island's Department of Environmental Management's General Counsel, and as the state's Special Assistant Attorney General.

He has served as counsel to nationally recognized energy, environmental, utility, communications and transportation companies, as well as regional entrepreneurial companies and municipalities, advising these various

and diverse clients on energy and environmental transactions, regulatory issues, project development, land use and site development, financing, and other commercial areas of practice. Alan applies his extensive legal expertise in utility, administrative and public utility laws and regulations to help his clients effectively deal with the complex regulatory, litigation, transactional, and compliance matters to help these clients to succeed in their businesses and projects.

Scott Wolf, Executive Director

Grow Smart Rhode Island

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Throughout his career, Scott Wolf has transformed opinion and policy research into communication and legislative strategies for progressive policy organizations and leaders. Executive Director of Grow Smart Rhode Island since 1999, Scott also serves on the Providence Zoning Board and the Board of Smart Growth America.

Before joining Grow Smart, Scott ran a national issue education organization focused on Congress's agenda and directed the Rhode Island Governor's Office of Housing, Energy and Intergovernmental Relations. Scott ran for Congress in 1988 and 1990, strongly challenging two incumbent congressmen. Earlier in his career, Scott operated his own political and public policy consulting firm, worked for two national political polling firms and assisted the national Democratic Party's research and communications efforts in staff positions at the Democratic National Committee and the Democratic Senatorial Campaign Committee. . Scott is a 1975 Phi Beta Kappa graduate of Brown University.

Upcoming EBC Programs

- January 14: Program Series – Meet the MassDEP Headquarters Leadership Team
- January 26: Evening Program with MA EOEEA Secretary Matthew Beaton
- January 28: Tenth Annual Construction & Demolition Materials Regional Summit
- February 2: Solid Waste Program – where are all the Anaerobic Digesters?
- February 3: Young Environmental Professionals Committee Meeting
- February 12: NH Chapter – Contaminants of Emerging Concern
- February 12: CT Chapter Briefing with CT DEEP Deputy Commissioner

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