



## Firm Overview

**Williamson Law + Policy, PLLC** offers a proven track record of success for clients in business transactions, litigation, and advisory matters at the state, national, and international levels.

WLP provides value-based, highly efficient legal and advisory services for a select stable of clients focused on:

- General counsel services for private equity, green finance, social impact investing, clean tech, manufacturing and industrial, and energy sectors.
- Strategic and commercial litigation matters in federal and state courts and administrative rulemaking.
- Transactional management for M&A, financing, and project permitting.
- Regulatory compliance and agency enforcement.
- Government affairs and policy advocacy (federal and state).
- Special focus on environmental markets, including social impact investment.
- We offer business advisory and project/investment diligence services through **New Carbon Future, LLC**.
- Allied with **Alba Risk Management** environmental insurance brokerage.

### Washington, D.C. | New York, NY

Williamson Law + Policy assists companies, investors, trade associations and coalitions with general business matters, with a focus on energy, environment, agriculture and commodity markets, over a range of sectors across five continents.

Founded in 2012 by Max Williamson, a nationally recognized environmental and business lawyer, the firm builds on 30 years of experience as a partner with a leading environmental boutique, at a Houston-based energy firm and with a D.C. lobbying practice led by former Majority Leader Bob Dole.

Max has been recognized by Chambers and Super Lawyers as an outstanding lawyer in environmental law and climate change policy. He is a past co-chair of the D.C. Bar Environment, Energy and Natural Resources Section and serves on the boards of various charitable organizations, including the D.C. Environmental Film Festival and the oceans advocacy network Sailors for the Sea, and as general counsel to the scholarship charity Haitian Education and Leadership Program. Max holds B.A. from Yale University and received his J.D. *magna cum laude* and Master's degree *summa cum laude* from Vermont Law School specializing in environmental law and policy.

### Williamson Law + Policy

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### Services

Environment & Energy  
Litigation  
Corporate  
Transactions  
Regulatory  
Government Affairs

### Education

Vermont Law School  
(J.D., 1997)  
Vermont Law School  
(Masters, 1997)  
Yale University  
(B.A., 1987)

### Admitted to Practice

District of Columbia  
New York



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## Practice Areas and Experience

**Williamson Law + Policy, PLLC** represents companies, trade associations and coalitions in regulatory, corporate, transactional and litigation matters spanning a wide range of sectors across five continents, including general corporate matters, business transactions, federal and state court litigation and dispute resolution and government affairs.

We are particularly well known for work with clients on innovative investment and project development transactions involving carbon regulation, renewable energy development, impact investing, and other evolving regulatory markets and programs. Our experience covers industrial and manufacturing, renewable and conventional energy, biofuels, energy efficiency, oil and gas, agriculture, bioproducts and food policy, climate change and carbon infrastructure, emissions trading, recycling and beneficial use, water quality, wetlands, environmental services, real estate and brownfield redevelopment, green finance, social impact investing, clean-tech, and venture capital.

We have successfully guided clients in matters involving project development, permitting, real estate, audits and compliance, fund formation, mergers and acquisitions, government affairs, and state, federal and international regulatory programs.

Our notable litigation successes include commercial litigation, toxic tort, citizen suits, contaminated property and real estate, rulemaking challenges, and appellate matters.

WLP adds breadth and resources on an as-needed basis from law clerks, a network of cost-effective alternative arrangements with select contract attorneys, and referral arrangements with other boutique firms, as well as standing relationships with specialty counsel at larger firms.

### *Significant Litigation Decisions*

### *Representative Experience (Environmental/Regulatory)*

### *Representative Experience (Environmental and General Litigation)*

### *Representative Experience (Corporate, Transactional and Project Development)*

### *Representative Experience (Transportation Policy and Litigation)*

### *Publications*

### *Court Admissions*

### *Representative clients (current and concluded matters)*

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### ***Significant Litigation Decisions***

- *American Lung Ass'n v. EPA*, 985 F.3d 914 (D.C. Cir. 2021) (successfully challenged EPA's exclusion of biomass fuels in the Affordable Clean Energy (ACE) rulemaking regulating greenhouse gas emissions at electric power plants; only circuit issue to not be reversed in *West Virginia v. EPA*, 597 U.S. 697 (2022)).
- *CB Patent Investments, LLC v. Thannbaeuser*, No. 19STCV26977 (Cal. Super. Jan. 7, 2020) (obtained summary dismissal of patent litigation on *forum non conveniens* and forum selection grounds).
- *Coty US LLC v. 680 S 17 TH ST LLC*, No. ESX-C-122-13 (N.J. Super. Feb. 26, 2015) (first decision in New Jersey to pierce the veil of a limited liability company; judgment imposing personal liability on a real estate owner for Spill Act liability relating to contaminated property in Newark).
- *Appalachian Voices v. McCarthy*, 2013 U.S. Dist. Lexis 154505, 2013 WL 579633 (D.D.C. Oct. 29, 2013) (prevailed in novel citizen suit on behalf of the coal ash recycling sector forcing EPA to issue final RCRA subtitle D management rule, including recovery of attorneys' fees).
- *Citizens Climate Lobby v. California Air Resources Board*, No. CGC-12-519554 (Cal. Super. Jan. 25, 2013) (successfully defeated challenge to California's carbon offset program regulation).
- *Arkema, Inc. v. EPA*, 618 F.3d 1 (D.C. Cir. 2010) (recovered millions of refrigerant allowances for refrigerant importer in rulemaking challenge to EPA's allocation program under the Montreal Protocol).
- *BP Amoco Chemical Co. v. Sun Oil Co.*, 316 F. Supp. 2d 166 (D. Del. 2004) (first successful use of *Bestfoods* defense to establish protection of corporate affiliates from CERCLA environmental liability); *see also BP Amoco Chemical Co. v. Sun Oil Co.*, 166 F. Supp. 2d 984 (D. Del. 2001).
- *American Canoe Ass'n v. D.C. Water and Sewer Authority*, 306 F. Supp. 2d 30 (D.D.C. 2004) (established precedent that nuisance complaints cannot be brought under the Clean Air Act citizen suit provisions, sparing wastewater plants from lawsuits funded by attorneys' fee shifting).
- *Utahns for Better Transportation v. Slater*, 295 F.3d 1111 (10th Cir. 2002) (established the right of trade associations to intervene in environmental citizen suits).

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- *Sierra Club v. Atlanta Regional Comm'n*, 171 F. Supp. 2d 1349 (N.D. Ga. 2001) (defeated special interest group challenge to regional transportation project).
  - *Environmental Council of Sacramento v. Slater*, 184 F. Supp. 2d 1016 (E.D. Cal. 2000) (blocked use of Clean Air Act to challenge publicly approved regional transportation projects).
  - *United States v. Jorgensen*, 116 F.3d 1487 (9th Cir. 1997) (established rights of federally recognized Indian tribe to status as landlord for Indian reservation).

***Representative Experience (Environmental/Regulatory)***

- Counsel to the Biogenic CO2 Coalition, composed of nine leading agricultural trade associations and companies with regard to biogenic greenhouse gas emissions and sustainable agriculture in the context of agricultural processing, biofuels, and advanced bioproducts.
- Counsel on RCRA environmental audit and self-reporting to leading global refrigerant supplier re issues relating to management of reclaimed fluorocarbon compounds.
- Legal and legislative counsel to a national trade association representing the baking and yeast production industry covering Clean Air, Clean Water, waste regulation, climate change, federal and state air permitting and environmental enforcement, and government affairs matters.
- Counsel to trade associations and companies commenting on EPA rulemakings under Clean Air Act section 608 regulating refrigeration systems and Risk Management Program impacting ammonia refrigeration.
- Advise the Forest Climate Working Group, the leading convening organization of industrial timber management, private landowners, foresters and non-profits, with regard to USDA and EPA issues impacting incentives for climate smart agriculture and forestry.
- Counsel to clean tech company investing in beneficial use of coal ash/coal combustion residuals in recycled bricks and paver products and associated RCRA regulatory issues.
- General counsel to technology company advancing a pebble bed modular reactor for replacement of retired coal-fired electric generating capacity and other applications.
- Founded the Carbon Offset Providers Coalition, an association of companies that finance and develop greenhouse gas reduction projects to generate carbon offsets for the voluntary and

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compliance carbon markets. In this role, drafted much of the offsets title language used in the Waxman-Markey cap-and-trade bill and California's AB32 market regulations.

- Devised strategy for permitting for the first major industrial facility (methanol plant) for air permitting in Texas under the EPA greenhouse gas (CO<sub>2</sub>) regulation as applied to the Prevention of Significant Deterioration (PSD) program.
- Counsel to first-of-kind stormwater retention credit development vehicle, a joint venture of private equity and a respected lands conservation non-profit.
- Advisor to environmental commodity fund focused on renewable energy markets, California's carbon cap-and-trade program, biofuels and other environmental markets registered with the Commodity Futures Trading Commission.
- Represented CCR fly ash recycling industry with regard to EPA's treatment of coal combustion residuals (fly ash, bottom ash and gypsum) as non-hazardous under the Resource Conservation and Recovery Act (RCRA).
- Represented a leading oil and gas field services company with regard to Congressional investigations into hydraulic fracturing practices and anticipated EPA investigation regarding allegations of permitting violations under the federal Safe Drinking Water Act.
- Successfully led a legal and government affairs campaign on behalf of a state agency to restore federal funding for the Lake Tahoe region following passage of the 2012 MAP-21 transportation bill which deleted the legislative text that allowed the governors of California and Nevada to originally create the agency under a bi-state compact. Enlisting the support of the two governors and Congressional delegations, WLP convinced the federal government to reverse its initial decision and recognize TMPO's grandfathered status.
- Represented the U.S. Green Building Council with respect to its Leadership in Energy and Environmental Design (LEED) green building standard.
- Planned and conducted numerous environmental audits at manufacturing facilities throughout the United States, including development of operating procedures and compliance tools.
- Profiled as one of the leading environmental lawyers in the District of Columbia and one of the leading climate change lawyers in the United States in *Chambers USA: America's Leading Business Lawyers* and *SuperLawyers*.

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### ***Representative Experience (Environmental and General Litigation)***

- Served as a law clerk to the Honorable Robert G. Flanders, Jr., of the Rhode Island Supreme Court.
- Clerked at the U.S. Department of Justice, Environment and Natural Resources Division Appellate Section.
- Represented clients in numerous successful litigation matters, including decisions of first impression under the Clean Water Act in *American Canoe Ass'n v. D.C. Water and Sewer Authority*, 306 F. Supp. 2d 30 (D.D.C. 2004), addressing liability of corporate affiliates under the Superfund statute in *BP Amoco Chemical Co. v. Sun Oil Co.*, 316 F. Supp. 2d 166 (D. Del. 2004), and interpreting a cap-and-trade program for refrigerants under the Montreal Protocol in *Arkema, Inc. v. EPA*, 618 F.3d 1 (D.C. Cir. 2010).
- Litigation counsel in Clean Power Plan (CPP) and New Source Performance Standard (NSPS) rulemaking challenges to EPA limits on carbon dioxide emissions from new and existing electric power plants in *Biogenic CO2 Coalition v. EPA* (D.C. Cir. filed 11-23-15).
- Obtained a precedent-setting judgment for its client under the New Jersey Spill Act against a principal of the Blackstone Group, a New Jersey real estate developer. The decision was a complete victory on liability, including indemnification for damages and recovery of our client's attorneys' fees. The court held defendants liable as responsible persons under the Spill Act and allocated 100% liability to defendants, and further pierced the corporate veil to hold the principals personally liable for the judgment (a first in New Jersey).
- Represented coal combustion residuals recycling industry in environmental citizen suit against the U.S. EPA under the Resource Conservation and Recovery Act (RCRA) - obtained summary judgment forcing deadline to issue final CCR management rule and recovered attorney fees for client in *Appalachian Voices v. McCarthy*, 2013 U.S. Dist. Lexis 154505, 2013 WL 579633 (D.D.C. Oct. 29, 2013).
- Secured the first-ever retraction of a notice of responsibility (NOR) from the Massachusetts Department of Environmental Protection (MassDEP). Through persistent investigation of the history of the property and by overlaying technical surveys, WLP demonstrated that the pollution at issue originated from a Massachusetts Highway Department project and that the location in question was owned by state, not the client. The result was a precedent-setting exoneration of the client as a downstream victim of spills rather than a responsible party, and cleared the client of financial liability.

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- Represented a coalition of national trade associations in the successful defense of multiple strategic litigation cases involving transportation projects in Atlanta, Salt Lake City, San Francisco, Sacramento, Baltimore and Washington, DC, including a precedent-setting decision establishing the right of trade associations to intervene in environmental cases in *Utahns for Better Transportation v. Slater*, 295 F.3d 1111 (10th Cir. 2002).
  - Lead counsel in litigation on behalf of Hispanic and African American families that resulted in one of the largest monetary settlements and most comprehensive reform of discriminatory zoning and housing practices ever achieved under the Fair Housing Act in *Equal Rights Center v. City of Manassas* (E.D. Va.).
  - On behalf of real estate developer, forced one of the world's largest oil companies to clean up petroleum contamination from underground storage tanks impacting a mixed-use residential/commercial development in the District of Columbia.
  - Represented the largest municipal wastewater authority in the country with precedent-setting litigation establishing that environmental groups may not use the Clean Water Act (or its civil penalty and attorneys' fee provisions) to enforce complaints about odor or aesthetics.
  - Defeated multimillion-dollar indemnification and environmental claims under the federal CERCLA statute and Delaware state law alleging that a parent company was liable for environmental contamination of Delaware Bay caused by its former joint venture subsidiary.
  - Successfully defended District of Columbia government agency in a Freedom of Information Act lawsuit in Washington, DC Superior Court, including winning a protective order and sanctions against opposing counsel.
  - Litigated insurance and coverage claims in state and federal courts involving environmental contamination, toxic torts (such as lead-based paint) and chemical exposure, as well as negotiation of policies and coverage terms.

***Representative Experience (Corporate, Transactional and Project Development)***

- Advised major renewable energy investor with regard to acquisitions of utility-scale solar projects in the California Mojave Desert, the City of San Francisco, and facilities in Arizona and New Mexico.

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- Fund counsel to an environmental commodity fund focused on renewable energy markets, California's carbon cap-and-trade program, biofuels and other environmental markets.
  - General counsel to a leading social investing private equity group with investments in South America, Africa and India.
  - Guided a major manufacturing company through remediation and real estate transactions involving contaminated properties (brownfields) in several northeastern states. We also advised the District of Columbia government in drafting regulations under its Brownfields Redevelopment Act.
  - Counsel to first-of-kind stormwater retention credit development vehicle, a joint venture of private equity and a respected lands conservation non-profit.
  - Successfully defended a major appliance manufacturer with regard to compliance and enforcement actions brought by the Department of Energy under the federal energy efficiency appliance rating standards program.
  - Advised family trusts on investment in merchant gas-turbine electric generating facilities for Texas/ERCOT market.
  - Negotiated long-term lease for Anacostia River community rowing groups with the District of Columbia for its new boathouse facility.
  - Counsel to noted conservation non-profit with regard to real estate, trusts and development of forest carbon credits.
  - Fund counsel for set up of an environmental commodity fund focused on renewable energy markets, California's carbon cap-and-trade program, biofuels and other environmental markets registered with the Commodity Futures Trading Commission.
  - Advise a renewable energy credit trader on state renewable portfolio standards and associated project development and transactional matters in the NEPOOL and PJM markets.
  - Company counsel for the developer of all the nitrous oxide (N<sub>2</sub>O) emissions reductions projects developed to date in the U.S.
  - National counsel for U.S. acquisitions for a \$2 billion oil and gas field services company providing recycling and waste services to the shale oil and gas sector in the Marcellus, Utica and Bakken plays.
  - Transactional counsel to an enhanced oil recovery (EOR) operator in the Permian basin using anthropogenic CO<sub>2</sub>.
  - Negotiated an innovative three-way green energy purchase agreement between a landfill gas developer, ESP and major defense

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contractor under the California renewables portfolio standard program.

- Transactional counsel for environmental matters to a Fortune 10 company on a range of financing transactions.
- Advised on one of the first pipeline biomethane projects qualified for the California renewable energy market.
- Counsel to German/US/Africa consortium on utility scale solar and storage in southern Africa; drafted first utility scale IPP power purchase agreement in country.
- Established private operating foundation for socially conscious high-net-worth family office for investment in distributed energy and agroforestry projects in developing countries in Africa and Caribbean regions.
- Counsel to a major power developer with respect to California policies crediting carbon dioxide capture and enhanced oil recovery (EOR).
- Negotiation of commercial lease for headquarters of the National Academy of Sciences.
- Experienced in the area of environmental insurance and commercial insurance policies, such as environmental cost cap and pollution legal liability policies in brownfield redevelopment and contaminated property cleanups, environmental liability transfers, transactions involving environmental risks.

***Representative Experience (Transportation Policy and Litigation)***

- Long-time counsel to the Association of Metropolitan Transportation Associations (AMPO) on issues of federal-aid transportation reauthorization, regulations of the Federal Highway Administration (FHWA) and Federal Transit Administration (FTA), state and regulation transportation funding, transportation policy, and general counsel matters.
- As counsel to Tahoe Metropolitan Planning Organization, WLP convinced U.S. DOT to reverse its announced position with respect to TMPO's status following the deletion in 2012 of Congressional approval of the California-Nevada Lake Tahoe compact in the MAP-21 transportation reauthorization bill – a result that established TMPO's grandfathered status and restored full transportation funding to the region. Enlisted the support of the two governors and Congressional delegations, helping to convince Administration to reverse its initial decision and recognize TMPO's grandfathered status.

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- Represented metropolitan planning organization with regard to legal issues surrounding replacement of a major bridge crossing the Arkansas River in Little Rock.
  - Asked by the Bush (43) Transition Team to propose legislative strategy to add certainty to the transportation planning and environmental review process, which led to the passage of 23 U.S.C. § 139(l) defining the limitations period for NEPA reviews.
  - Advised major auto manufacturer with regard to climate change regulation and greenhouse gas mitigation initiatives for carbon footprint of vehicle product line.
  - Advised Washington, D.C. metropolitan planning organization with regard to the successful defense of the Intercounty Connector (MD Route 200), a major regional expansion project, against environmental and climate related legal claims.
  - Advised major petroleum refiner and cellulosic “green gasoline” producer with regard to Renewable Fuel Standard (“RFS”) transportation fuel program under Energy Independence and Security Act including obtaining D-code for qualified renewable fuel credits.
  - Lead litigation counsel in successful defense of a series of strategic litigation cases involving transportation projects under the Clean Air Act transportation conformity rules in Atlanta, Salt Lake City, San Francisco, Sacramento, Baltimore and Washington, DC, resulting in victories in all cases including the following precedent-setting judicial decisions:
    - *Utahns for Better Transportation v. Slater*, 295 F.3d 1111 (10th Cir. 2002) (established right of trade associations to intervene in environmental citizen suits).
    - *Sierra Club v. Atlanta Regional Comm’n*, 171 F. Supp. 2d 1349 (N.D. Ga. 2001) (upheld regional transportation project against environmental and planning challenges).
    - *Environmental Council of Sacramento v. Slater*, 184 F. Supp. 2d 1016 (E.D. Cal. 2000) (disapproved use of Clean Air Act to challenge publicly approved regional transportation projects).
  - Serves on the board of directors of the Alexandria Transit Company, a public bus system in Northern Virginia.
  - Advised industrial development company with regard to purchase of short-line railroad in Ohio’s oil and gas field region, including proceedings before the Surface Transportation Board.

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### ***Publications***

- *Citizens Guide to Environmental Laws*, editor, D.C. Bar Environment, Energy and Natural Resources Section.
- “Linking International Carbon Markets?” *Journal of International Banking and Financial Law*, January 2012.
- “An Eye on Offshore Energy Development,” *Law360*, October 6, 2010.
- “How Would U.S. Climate Legislation Affect Latin America?” *Inter-American Dialogue’s Latin America Energy Advisor*, May 2010.
- “Legal Aspects of Carbon Trading: Kyoto, Copenhagen, and beyond,” co-author of chapter: “Emissions Trading in the US: Legal Issues”, *Oxford University Press*, October 2009.
- “Corporate Affiliate Liability after U.S. v. Bestfoods,” *BNA Toxics Law Reporter*, December 2007.

### ***Court Admissions***

- District of Columbia Bar
- New York State Bar
- Maryland Bar (inactive)
- Rhode Island Bar (inactive)
- U.S. Supreme Court
- U.S. Court of Appeals for the D.C. Circuit
- U.S. Court of Appeals for the First Circuit
- U.S. Court of Appeals for the Second Circuit
- U.S. Court of Appeals for the Third Circuit
- U.S. Court of Appeals for the Ninth Circuit
- U.S. Court of Appeals for the Tenth Circuit
- U.S. Court of Appeals for the Eleventh Circuit
- U.S. District Court for the District of Columbia
- U.S. District Court for the District of Maryland
- U.S. District Court for the Southern District of New York
- U.S. District Court for the Eastern District of New York
- U.S. District Court for the Northern District of New York

### ***Representative clients (current and concluded matters)***

Atlas Energies Limited; Corn Refiners Association; Biomass Power Association; Ocean Marine LLC; A-Gas Americas; General Electric Company; C-Quest Capital; Global HearthWorks Foundation; National Audubon Society; Massachusetts Audubon Society; Pacific Gas & Electric; Raytheon Corporation; Tervita, LLC (CCS Midstream Services); Camco International; ClimeCo Corporation; EDF Trading; ReEnergy; EDF Renewables (enXco); Blue Source; Sunoco; Summit Power Group; Solvay Chemicals North America; Wenner Bread Products; Duke Renewables;

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ReEnergy; EDF Renewables (enXco); Plasco Energy; Greenvest LLC; Houston-Galveston Area Council; Basic Energy Services; Enterprise Products Partners; Boral Industries; Rheem Manufacturing; Coty, Inc. (Del Laboratories); Jaffe Family Foundation; Ecotality; First Environment; U.S. Green Building Council; National Association of Home Builders; American Road and Transportation Builders Association; National Sand, Stone and Gravel Association; National Asphalt Pavement Association; Carbon Offset Providers Association; Association of Metropolitan Planning Organizations; National Pork Producers Association; American Bakers Association.