

## Energy and Climate Solutions



### HIGHLIGHTS

#### Actionable Insights and Resources

##### Clean Energy & Climate Solutions Federal Funding Database

##### Inflation Reduction Act (IRA) of 2022 Resource



[Clean Energy and Climate Solutions Federal Funding Database](#) lists federal funding opportunities covering several categories—from batteries and biofuels to solar and wind.

[Inflation Reduction Act \(IRA\) of 2022 Resource](#) is a single-source digital platform of relevant information related to IRA implementation.

#### Wide-Ranging Expertise

Wilson Sonsini has developed one of the leading clean energy project development and finance practices in the United States, with experience ranging from negotiating novel offtake agreements with corporate purchasers and community choice aggregators, to navigating complex regulatory environments to create competitive opportunities, to financing large-scale energy and infrastructure projects globally, among countless other matters.

#### Climate-Focused Mission

Recognizing the imperative of addressing climate change, our team uses our broad skill set and deal-making creativity to assist clients developing technologies, business models, and projects to decarbonize and increase efficiencies in the energy, transportation, industrial, water, agricultural, and technology sectors.

#### Expansive Client Base and Experience

We represent over 400 clients across numerous sectors, including emerging clean energy companies and sponsors; established entities developing and financing large-scale infrastructure projects; banks and other institutional investors putting billions of dollars of capital to work in energy and climate solutions; large companies involved in significant energy, climate and sustainability initiatives; private equity firms; project investors; and lenders.

### OVERVIEW

A new energy economy is taking shape before our eyes. As the realities of climate change become harder to ignore, the need to deploy low-carbon energy solutions grows stronger. Over the last decade, renewables have added around 1 percent annually to their share of the nation's electric supply. They're on track to provide around one-third to one-half of electricity by 2030. Some have targeted an even higher goal of 80 percent clean power by 2030.

The clean energy transition is reshaping the entire U.S. economy. Our manufacturing, water, agriculture, and technology industries are undergoing a metamorphosis that will result in them drastically reducing their carbon footprint and prioritizing resource use efficiency.

The opportunities to redraw the nation's energy and economic map are there, ready to be seized. The question is: Which companies will capitalize on the shift to net zero and emerge as new winners in the new energy economy?

Wilson Sonsini is the firm of choice for companies, investors, and lenders seeking to structure, negotiate, and close groundbreaking transactions in the new energy economy and emerging climate solutions sector. As the newest, nimblest, and most focused projects law practice in the United States, we dedicate ourselves to a single goal: advancing what's next in the energy industry and decarbonization technologies across economic sectors.

Unlike other major law firms, our mission and resources are focused on advancing solutions to build the clean energy economy and address climate change, not fighting against the reality that all major economic sectors need to evolve, decarbonize, and be more efficient. We recognize the imperative—and the opportunities—presented by climate change and want to assist the innovators that will make a decarbonized future cheaper, more transparent, more equitable, and easier to use.

## A Tailored Client Approach

For each assignment, and depending on client needs, we assemble the right personnel and expertise, offering our clients the advantages of working with a collaborative, coordinated, and mission-driven team that maintains a pragmatic focus on the needs of project participants.

- When we work with early-stage companies, our approach is guided by the firm's 60-plus-year history of helping innovative, disruptive companies grow.
- For project development and project finance clients, we take a commercial-minded approach focused on closing transactions, opening the capital flow, and getting projects built on time and on budget.
- For project investors, banks, and other lenders, in addition to delivering substantial value through our asset and infrastructure finance expertise and nexus to energy, carbon, and resource markets, our attorneys are known for their novel and influential approaches to deals, and for completing first-of-their-kind transactions.

Beyond a fundamental dedication to the energy and climate solutions sector unrivaled by any other law firm, one quality that sets our attorneys apart is our longstanding relationships with strategic investors, private equity firms (including venture capital), and major financial institutions across the U.S. and abroad, which allow us to serve as a conduit to—and advisor regarding—a wide variety of funding sources. We understand both project sponsors and capital providers, and excel at finding the necessary balance between the two to close critical financings.

Regardless of the type of client we're representing, our aim is to create alignment between both concurring and conflicting interests, and to help clear the way so deals get done. This point is best illustrated by the growing number of purchase power agreements and other novel off-take agreements, successful joint ventures, unprecedented projects built, and other closed project transactions associated with the firm.

Wilson Sonsini is synonymous with game-changing technologies and market-changing companies. We don't just work with the world's most innovative companies—we count ourselves among them. *Fast Company* rated us as North America's sixth-most innovative company for 2022. It was the first time a law firm made this distinguished list.

## Our Integrated, Multidisciplinary Team

Wilson Sonsini fields an integrated team of attorneys with industry-relevant, practical experience that includes:

- Negotiating novel offtake agreements with Fortune 100 corporate purchasers and community choice aggregators
- Creating complex joint ventures
- Financing large-scale energy and climate solutions projects around the world
- Launching and growing innovative energy companies
- Structuring and negotiating first-of-their-kind energy and climate solutions transactions
- Helping clients seize opportunities in complex energy markets and regulatory schemes
- Pioneering and extending financing structures so that billions of dollars can flow into projects and companies

Our multidisciplinary team represents new competitive business models, technologies, and financing mechanisms revolutionizing how energy is generated, transmitted, sold, and consumed. Similarly, we represent pioneers in technologies, markets, and services decarbonizing non-energy sectors, from electric vehicles and related charging services, to pre- and post-combustion carbon capture in industrial processes, to carbon reduction projects in agriculture. We also help develop market and project financing schemes of more efficient resource use, energy efficiency monetization, water resource conservation, and other natural resource savings.

## Our Services: Build Companies, Build Projects, and Arrange Financing

When we describe our team as “multidisciplinary,” it means that in addition to each attorney’s expertise, we bring together the skills and resources clients need to pursue and achieve desired results. More importantly, it means we can assist clients across all project phases, from development and financing to expansion or renewal options. Individually, our attorneys are leaders in their fields. And collectively, we are capable of even greater things.

The comprehensive scope of our energy and climate solutions services can best be summarized in three points:

- Our corporate team builds the companies driving change in how energy is produced and sold and how industries are decarbonizing.
- Our project development, transactions, and regulatory team builds projects such as energy storage facilities, transmission systems, wind farms, carbon sequestration projects, and water and waste treatment facilities.
- Our project finance team, consisting of attorneys with tax/tax equity, private equity/debt, structured finance, and/or bankruptcy expertise, arranges financings for clean energy and climate solutions projects.

## Our Clients

Wilson Sonsini’s sophisticated energy and climate solutions practice is anchored by experienced and creative attorneys who represent more than 400 clients across several industries, including:

- Innovative, emerging renewable energy companies
- Established entities developing and financing large-scale infrastructure projects
- Large public and private companies involved in significant energy initiatives

Wilson Sonsini also represents leading strategic investors, private equity firms (including venture capital), energy project investors, and other lenders actively involved in commercializing energy and climate solutions innovations and project finance.

Within the expansive energy industry, Wilson Sonsini represents renewable and clean energy producers, advanced fuels and chemicals companies, traditional electric power generators, and other innovators operating in developing areas. For example, our energy and climate solutions industry clients operate in the following sectors:

- Agtech
- Biofuels, biomass energy, and biochemicals
- Carbon capture, utilization, and sequestration
- Carbon credits, markets, and services
- Data centers and cryptomining
- Distributed energy resources
- Electric vehicles, charging infrastructure, and services
- Energy efficiency
- Energy storage and battery technologies
- Forestry and reforestation
- Fuel cells, combined heat and power, and waste heat recovery
- Fusion
- Geothermal power
- Green building and industrial technology
- Hydroelectric, wave, and tidal energy
- Hydrogen and ammonia
- Microgrids, remote electrification, and resiliency
- Nuclear
- Pollution reduction and resource management
- Smart grid and advanced scheduling and trading
- Solar power
- Transmission
- Transportation, electric vehicles, and related infrastructure
- Waste-to-energy
- Water efficiency

## REPRESENTATIVE TRANSACTIONS

- Represented **FREYR AS** in its license and services agreement with 24M Technologies, Inc. to use 24M’s SemiSolid lithium-ion battery platform technology in FREYR’s planned facilities in Mo i Rana, Norway. FREYR is targeting the development of over 40 GWh of scalable, modular battery cell production capacity via a phased development approach utilizing partnership-based strategies, including in-licensing of next-generation technologies.
- Represent **Royal Caribbean Cruise Line** in a first-of-its-kind virtual power and carbon offset purchase agreement for a 200 MW wind project located in Kansas. The project is expected to provide offsets equal to a substantial portion of the company’s global carbon emissions.
- Represented the **equity investor** in connection with a New Markets Tax Credit financing related to the acquisition of 46,000 acres of timberland in Florida. The property is subject to a conservation easement, ensuring that the timberlands will be sustainably harvested and enjoyed by the public for years to come.
- Represented **ING** in connection with its investment in Green Pastures Wind Farm (Phase I), an approximately 150 MW wind facility in Texas that is being developed by Capital Dynamics. While a syndicate of other tax equity investors entered into a commitment to make their investment in the wind farm in 2014, ING stepped into the tax equity commitment that was being held by an affiliate of Capital Dynamics in January of 2015.
- Represented **Morgan Stanley** as the lender, administrative agent, lead arranger, and issuing bank in connection with a \$305 million construction loan facility, \$75 million letter of credit facility, and \$60 million bridge loan facility (which converts to back-leverage upon commercial operation) for the construction and development of a 289 MW wind farm in Texas by a subsidiary of Invenergy Wind North America LLC.

- Represented **Renewable Funding** in commitment from Apollo for \$300 million of PACE bonds, the proceeds of which will be used to finance solar and other residential improvements in California.
- Represented the **sponsor** in connection with financing a photovoltaic solar generating facility of approximately 4MW (AC) located in Palm Springs California. The transaction was the sponsor's first partnership flip transaction and involved investment by an international tax equity investor.
- Represented **Sunrun** in its first syndicated financing, which provided the company with over \$195 million in credit facilities. The multi-tiered financing—comprised of approximately \$171 million in senior facilities and a subordinated facility valued at \$24 million—involved international and U.S. lenders and was secured by the company's interests in over 25,000 residential solar systems across the U.S.
- Represented a **tax equity investor** in connection with financing a utility scale solar portfolio involving 10 separate projects, in which over \$75 million of capital is to be deployed over the course of an eight-month period. The portfolio includes over 80 MW of capacity and is comprised of PPAs with both Southern California Edison as well as Pacific Gas & Electric.
- Representing **Vivint Solar**, affiliate of the second-largest home alarm and automation company in the U.S., in tax equity financings and sales arrangements with U.S. Bancorp (ongoing), Bank of America (closed), The Blackstone Group (closed), Morgan Stanley (ongoing), Capital One (ongoing), Credit Suisse (ongoing), Kilowatt Financial (ongoing), and Citigroup (ongoing)—all of which will support over a billion dollars in residential solar systems and \$500 million in commercial systems.
- Represented **Vivint Solar** in various debt facilities, including a credit line with Bank of America and currently working on a back leverage aggregation facility that would enable Vivint Solar to monetize future cash flows from its tax equity financings, providing regulatory analysis of new markets and commercial agreement support.