



Vanessa Richelle Wilson

Partner

US CO-CHAIR, ENERGY AND NATURAL RESOURCES SECTOR

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Vanessa Richelle Wilson has more than 20 years of experience in the energy sector. Vanessa represents corporate and industrial buyers in the purchase of renewable energy and Renewable Energy Credits in physical and virtual transactions. She also advises infrastructure funds, project sponsors, commercial banks and institutional investors in the development, financing, sale and purchase of renewable generation projects (utility-scale, distributed and residential solar, onshore and offshore wind and biomass), energy storage facilities, hydrogen production facilities, transmission assets and systems, natural gas assets and other energy-based transactions.

Vanessa represents both sellers and purchasers in M&A transactions and has also spent significant time structuring joint ventures for the development of energy assets. She regularly manages the diligence review of proposed targets and portfolios in connection with such transactions. She has extensive experience negotiating power purchase agreements, offtake agreements and construction and supply contracts for generation, storage and other energy projects. Vanessa also works with clients to structure and procure financing for energy infrastructure projects, including traditional project financings, tax equity investments, 144A offerings, and holdco and term loan B facilities.

- Finance
- Projects, Energy and Infrastructure
- Mergers and Acquisitions
- Sustainability and Environmental, Social and Governance

- Financial Services
- Energy and Natural Resources

RECENT TRANSACTIONS

- Representation of Softbank Energy in the negotiation of a power purchase agreement with Maui Electric Company for a 40 MW solar photovoltaic energy project paired with a 160 MWh battery energy storage on Maui and the subsequent sale of the project now referred to as the Kamaole Project.
- Representation of developer regarding proposed form of PPA and proposal in response to an RFP by Public Service Company of Colorado.

- Advised Greencoat Capital in the acquisition of a majority equity interest in the owner of two US wind farms from EDP Renewables. The portfolio includes the Bright Stalk and Harvest Ridge wind farms, both located in Illinois, which have a combined capacity of 405 megawatts.
- Representation of Solar PPA Fund, LLC in the development of a form of Solar PPA and Storage Services Agreement for projects to be developed to serve municipalities in the Midwest U.S.
- Representation of glass manufacturer in development of agreements, procurement of services and strategic planning associated with development of plan for the procurement of renewable power and RECs.
- Representation of SGH2 Global, LLC, a subsidiary of the Solena Group, in the development and financing of a hydrogen production facility to be located in the City of Lancaster, California, including the negotiation of long-term offtake contracts and a private public partnership agreement with the City of Lancaster. The City of Lancaster will co-own the plant and the plant's output will be used at hydrogen refueling stations across California.
- Representation of Sonnedix US Limited in a \$15 million non-recourse financing with City National Bank of two operating photovoltaic solar generation facilities in Puerto Rico.
- Representation of National Grid in a joint venture with New York Power Authority to rebuild approximately 110 miles of transmission lines in the North Country and Mohawk Valley New York, known as to "Smart Path Connect."
- Representation of leading U.S. sponsor in the development of form energy services agreement, lease agreement and participation agreement for distributed and on-site solar projects.
- Representation of Sonnedix US Limited in the development of renewable generation projects.
- Representation of large pharmaceutical company in the negotiation of a series of virtual power purchase agreements, including as to a solar project to be located in Texas.
- Representation of a biotech company in the evaluation of a green tariff in South Carolina.
- Representation of Sunine in negotiation of terms for a tax equity financing of a portfolio of residential solar projects to be constructed and operated by OneRoof in California, Connecticut, Massachusetts, New York, New Jersey and Maryland.
- Representation of BP North America in the sale of a portfolio of operating wind projects in Texas, including structuring of auction and preparation of sales agreement and auction documents, preparation of disclosure schedules and assistance with matters related to PTC-qualification.
- Representation of alumina refinery located in Jamaica in the negotiation of a solar lease and services agreement for the construction and operation of a solar power facility on the refinery site.
- Representation of PNE USA Inc. in the negotiation of a Power Purchase Agreement with Tri-State Generation and Transmission Association Inc. with respect to a 77 MW wind generation facility to be located in Sante Fe, New Mexico.
- Representation of H&M with respect to the development of form agreements for the purchase of renewable energy and credits in the U.S.
- Advised Invenergy in the negotiation of the balance of system agreement for Phase 1 of the Samson Solar Energy Center, a new 1,310-megawatt solar energy generation facility that will be the largest in the US and second largest in the world upon completion.
- Representation of Imperial Irrigation District in California in the negotiation of offtake and lease agreements related to an on-site solar generation facility.
- Advised Exelon Corporation on the bankruptcy of wholly-owned subsidiary, ExGen Texas Power, LLC ("EGTP") and reorganization plan for EGTP's five power plants (totaling 3,313 MWs) encumbered by US\$675 million of non-recourse senior secured debt, including the renegotiation of a shared assets arrangement. The reorganization plan included orderly sale through auction of the five power plants and acquisition following successful bid by Exelon of one of the plants (Handley Generating Station) for US\$60 million.
- Representation of a water district in California in the acquisition and sale of an operating solar project, including settlement of outstanding obligations under a power purchase agreement.
- Counsel to Exelon Generation Company, LLC in the negotiation of a long-term power purchase agreement with an electric cooperative in Maryland.
- Representation of joint owners of a manufacturing facility in Jamaica in the negotiation of on-site power purchase agreement and lease for a solar + storage project.
- Representation of leading U.S. sponsor in the development of form energy services agreement, lease agreement and participation agreement for distributed and on-site solar projects.
- Representation of Unilever in the negotiation of a power purchase agreement and lease for a rooftop solar project located on the

rooftop of the Unilever office complex in New Jersey.

- Represented Hanwha Energy in the negotiation of a power purchase and storage services agreement with the Guam Power Authority for a solar project and on-site storage unit.
- Representation of leading U.S. sponsor in the development of form energy services agreement, lease agreement and participation agreement for distributed generation solar projects.
- Representation of Starwood Energy in the acquisition of a project company developing a wind farm in Ohio out of an on-going bankruptcy proceeding, including the drafting and negotiation of a purchase agreement addressing the interests of multiple parties.
- Representation of AES Energy Storage in the negotiation with SoCal Edison of one of the first long-term energy storage service agreements for an energy storage project in California.
- Counsel to BP North America in connection with the proposed sale of 100% of its North American wind portfolio.
- Representation of Fluence in the negotiation of contracts for the procurement of equipment for energy storage projects.
- Representation of the lenders in connection with the landmark, first-of-its-kind project financing of a portfolio of behind-the-meter battery energy storage systems located at various large-load commercial, industrial and government host sites in Los Angeles and Orange Counties, California, IJGlobal as the *2017 North American Energy Storage Deal of the Year* and with respect to 2018 and 2019 financings expanding the portfolio for a total of 89 projects.
- Representation of State Street & Trust in the tax equity financing of rooftop solar projects in Arizona, California, Connecticut, Hawaii, Maryland, New Jersey, Utah and Washington, including negotiation of framework agreement and establishment of criteria for qualifying projects.
- Representation of Starwood Capital Group in the acquisition, development and financing of various wind farms.
- Representation of Silver Ridge Power, LLC in connection with the acquisition and development of solar projects located in Imperial County, California.
- Representation of sponsor in an auction by the Bureau of Energy Management for a series of offshore leases.
- Representation of Invenergy with respect to a build-to-own construction contract and related long-term maintenance agreement for the construction and maintenance of energy storage units to be owned by Arizona Public Services Company.
- Representation of non-US developer in the development of a proposal in response to an RFP by Southern California Edison for an energy storage project, including an introduction to various aspects of US regulation of energy storage.
- Representation of Fluence in development of global environmental policies in connection with the development, construction and operation of energy storage projects.
- Advised a sponsor in the sale of 300 MW solar plant in Texas to an affiliate.
- Representation of a foreign institutional investor in connection with proposed investment in gas-fired generation projects under development in the U.S.
- Representation of AES Energy Storage in the negotiation of a series of build-to-own construction contracts and related long-term maintenance agreements for the construction and maintenance of multiple energy storage units to be owned by Arizona Public Services Company.
- Representation of Exelon Generation Company with respect to a US\$243 million tax equity investment for a 198 MW wind project in Oklahoma involving a long-term power purchase agreement with Google Inc.
- Representation of leading developers in the preparation of various proposals for energy storage projects in response to requests for proposals by Pacific Gas & Electric Company, Southern California Edison, Long Island Power Authority and New York Power Authority.
- Counsel to the sponsor, borrower and affiliates in connection with a US\$850 million senior secured Holdco Term Loan B credit facility to leverage sponsor's interest in a portfolio of 33 wind, solar and biomass generation projects and distributed electric generation located in 15 states.
- Representation of Arroyo Energy in the proposed purchase of a portfolio of coal-fired generation facilities, including advice regarding proposed terms of purchase and sale agreement.
- Representation of a sponsor in the development of a proposal in response to an RFP for the construction of a storage project for Hawaiian Electric Company, Inc.
- Representation of a leading sponsor in the negotiation of long-term power purchase agreement for a utility-scale wind farm in Maryland.

- Representation of sponsor in the negotiation of master supply agreement for the supply of batteries from a leading supplier.
- Representation of institutional investor in a US\$60 million financing of 13 ground-mounted solar photovoltaic facilities located at an industrial generating station in North Carolina through a sale-leaseback structure which included a specialized cross-collateralization mechanism.
- Representation of AES Energy Storage, LLC in the negotiation of one of the first long-term energy storage sales agreements with Southern California Edison in its 2014 RFP.
- Representation of institutional investor in the US\$75 million tax equity financing of a portfolio of distributed generation solar projects in California, Nevada and Massachusetts.
- Representation of Ørsted A/S in the development of an offshore wind project off the coast of Massachusetts, including coordination of matters regarding the lease granted by the Bureau of Energy Management.
- Representation of sponsor in the development of form energy offtake and lease agreement for distributed generation solar projects.
- Counsel to Exelon Generation Company and affiliates in connection with an approximately US\$175 million tax-equity financing for a portfolio of approximately 193 Bloom Energy Server™ fuel cell systems with an aggregate capacity of approximately 39.95 MW to be located with host customers in California, Connecticut, New Jersey and New York.
- Representation of institutional investor in the tax equity financing of rooftop solar projects in Arizona, California, Connecticut, Hawaii, Maryland, New Jersey, Utah and Washington.
- Representation of a leading sponsor of utility-scale energy storage projects in responses to requests for proposals by major utilities in California, New York and Hawaii.

ADDITIONAL REPRESENTATIVE TRANSACTIONS

- Representation of lenders in the restructuring of a financing for a combined-cycle power generating facility in Texas.
- Representation of Natixis in connection with the financing of Great Northern Midstream's BakkenLink Pipeline, a 132-mile pipeline that features six different receiving points and a railhead facility near Fryburg, North Dakota. The financing was structured as a hybrid combining both traditional project finance elements, as well as an asset-based loan facility.
- Representation of a leading sponsor in the development of grid-scale energy storage projects in California and Texas, including the negotiation of equipment supply contracts.
- Representation of Conifex Timber in the development and US\$96 million construction and term financing of a 36 MW biomass facility to be located in Mackenzie, British Columbia.
- Representation of Japanese, French, Dutch and Danish lenders and financing parties in connection with the financing of the approximately US\$2.5 billion Cape Wind Offshore Wind Project, including evaluation of the on-going acquisition of permits required for the construction and operation of the Project and advice as to litigation challenging grant of permits.
- Representation of a leading developer in the development of utility-scale solar projects in Hawaii, including the negotiation of power purchase agreements.
- Representation of developer regarding proposed rooftop solar facility at existing power generation facility in California.
- Representation of Silver Ridge Power in a US\$39 million asset-based financing with Investec based on a portfolio of solar panels.
- Representation of Silver Ridge Power in the establishment of a joint venture with First Solar for the development of solar projects.
- Representation of Silver Ridge Power in the proposed acquisition and development of various utility-scale solar projects in California, Indiana and Mississippi, including the evaluation of various long-term power purchase agreements.
- Counsel to sponsor and affiliates in connection with a Section 4(a)(2) private placement of US\$150 million of senior secured notes and the establishment of related letter of credit and working capital facilities in connection with the financing of their continued ownership, operation and maintenance of a 256 MW portfolio of seven wind and solar power generation projects located in California, Oregon, Maryland, Michigan and Missouri.
- Representation of Continental Wind, LLC, a subsidiary of Exelon Corporation, in connection with the US\$613 million 144A financing of a portfolio of wind projects located in Idaho, Kansas, Michigan, Oregon, New Mexico and Texas, with a total net capacity equal to 667 MW. RBS Securities Corp., Barclays Capital Inc. and Citigroup Global Markets led the offering as joint book-running managers.
- Representation of developer in the US\$200 million financing of a biomass facility located in Connecticut.
- Represented Starwood Energy Group in the acquisition of a partial interest in Gainesville Renewable Energy Center (GREC) from Tyr Energy, Inc. GREC is a 100 MW biomass facility under construction in Gainesville, Florida.

- Representation of Crédit Agricole in the proposed US\$61 million financing of a biomass project to be located in Hawaii.
- Representation of Silver Ridge Power, LLC in the development and financing of a solar project in Puerto Rico in reliance on a landmark private letter ruling from the IRS confirming the project's qualification as "energy property" under Section 48 of the tax code notwithstanding its location outside the United States.
- Representation of Starwood Energy Group in the acquisition of a partial interest in a 75 MW biomass facility located in New Hampshire as well as a US\$55 million loan to an affiliate of the project company.
- Representation of large lender group, jointly led by Natixis, WestLB AG, Export Development Canada, Crédit Agricole Corporate and Investment Bank, Societe Generale Americas Securities, Bank of Tokyo-Mitsubishi UFJ and Union Bank NA, in the US\$1.2 billion financing of the 550 MW Astoria Energy II Power Project.
- Advice to various developers of renewable power projects as to cash grants available pursuant to the American Recovery and Reinvestment Act of 2009.
- Representation of a leading developer in the proposed acquisition of a large portfolio of 18 operating wind farms located in nine states with an aggregate capacity of approximately 1500 MW.
- Representation of AES Energy Storage, LLC in the negotiation of a joint development and purchase agreement with A123 with respect to lithium battery technology for use at power plants.
- Representation of The AES Corporation in the acquisition and reorganization of a company with carbon capture projects in Brazil, Mexico, Canada and the United States, including review of project contracts and development of strategies regarding the management of projects worldwide.
- Representation of The AES Corporation in the development of a coal-fired electric generation facility in Mexico, including negotiation of power purchase agreement and related agreement with Grupo Mexico and related entities.
- Representation of Crédit Agricole Corporate and Investment Bank in the financing of an approximately 245 MW combined-cycle power generating facility located in Victoria, Texas, sponsored by NuCoastal Power.
- Representation of WestLB, Barclays Capital and a syndicate of lenders in connection with a US\$280 million loan to subsidiaries of Falcon Gas Storage for the expansion of each of the Hill-Lake Gas Storage Facility located in Eastland County, Texas and the Worsham-Steed Gas Storage Facility located in Jack County, Texas.
- Representation of a leading sponsor in the development of a proposal in response to an RFP for generation and ancillary services by Portland General Electric Company.
- Representation of Crédit Agricole Securities (USA) Inc. in connection with the issuance of US\$50 million in senior secured notes by an affiliate of Goldman Sachs Group, Inc. to finance the acquisition of a long-term power purchase agreement with Jersey Central Power & Light.

CREDENTIALS

Admissions

- District of Columbia
- Louisiana
- Texas

Clerk Experience

- U.S. Court of Appeals, 5th Circuit, John M. Wisdom

Recognitions

- Chambers and Partners lists Vanessa as one of the "*notable practitioners*" of the firm's Band 2 ranked Nationwide Projects: Agency Financing practice in their 2021 USA guide
- Recommended by *The Legal 500 United States* for Project Finance – Advice to Sponsor and Energy: Renewable/Alternative Power (2019 – 2021)
- Named by IFLR1000 as a "Rising Star" for Banking and Finance, 2014-2021

- Electrodes Holdings portfolio battery storage project financing named "*2017 North America Energy Storage Deal of the Year*" by IJGlobal
- Continental Wind Portfolio power project financing named "*North American Portfolio Power Deal of the Year 2013*" by Project Finance magazine
- Astoria II power project financing named "*Power Deal of the Year 2009*" by Project Finance International and "*North American Single Asset Power Deal of the Year 2009*" by Project Finance magazine

Education

- J.D., Tulane Law School 1994
summa cum laude, Articles Editor, Tulane Law Review
- B.A., University of New Orleans

INSIGHTS

Publications

Biden Administration works to expand US offshore wind market

28 September 2021

The federal government moves forward assertively with an expanded leasing program aiming to double offshore wind production by 2030. Meanwhile, some states are acting too.

Announcing our global guide to Corporate Power Purchase Agreements

3 June 2021

At a time when sustainability and environmental issues are coming to the fore, PPAs remove a significant roadblock to financing and building new renewable facilities and help to deliver more renewable energy on the grid.

Assessing ESG factors in the energy sector

27 October 2020

ESG Handbooks and Guides

A reference tool for energy companies as they discuss and refine their ESG programs.

Update on the Executive Order prohibiting import and installation of bulk power system equipment sourced from a foreign adversary: DOE FAQs

8 June 2020

For those developing energy infrastructure projects in the US, addressing the uncertainties about the scope and expected implementation of the EO.

Events

Previous

Energy sector ESG webinar series

29 April 2021 | 9:00 - 10:00 PT

Webinar

- Panelist, DLA Piper Energy Sector Webinar - *Applicable ESG Standards and Ratings: Mandatory Reporting and Best Practices* (2021)
- Panelist, CoBank Energy and Water Executive Forum – *Battery Storage Applications Workshop* (2019)
- Speaker, *Private Equity Funds and Other Options for Financing Energy Projects at the National Conference of the Women's Energy Network* (2019)
- Panelist, Energy Bar Association's Chapter Energizer – *Battery Storage: Transmission or Generation Short-Circuited* (2018)
- Panelist, WEN GNYC Market Discussion Series – *The Changing Landscape of Renewable Energy* (2017)

NEWS

DLA Piper advises SG H2 Energy Global in offtake agreement for clean energy hydrogen plant in Southern California

28 September 2021

DLA Piper is representing SG H2 Energy Global, LLC in the development and financing of a green hydrogen production facility to be located in Southern California. The representation includes the negotiation and signing of the recently concluded hydrogen offtake agreement with Iwatani Corporation and a public private partnership (PPP) agreement with the City of Lancaster, California, where the project will be located, as celebrated by SG H2 and project participants at the recent signing ceremony in Lancaster.

DLA Piper advises Greencoat Capital in acquisition of majority stake in 405-megawatt wind portfolio

1 June 2021

DLA Piper represented Greencoat Capital in the acquisition of a 55 percent cash equity stake in two US wind farms from EDP Renewables.

DLA Piper announces new sector leadership

10 March 2021

DLA Piper is pleased to announce several recent changes to the firm's sector leadership.

DLA Piper advises Invenergy in construction agreement for Phase 1 of the Samson Solar Energy Center

11 December 2020

DLA Piper advised Invenergy, a privately held global developer and operator of sustainable energy solutions, in the negotiation of the balance of system agreement for Phase 1 of the Samson Solar Energy Center, a new 1,310-megawatt solar energy generation facility that will be the largest in the US and second largest in the world upon completion.

DLA Piper advises Exelon in US\$810 million agreement to sell solar business to Brookfield Renewable

9 December 2020

DLA Piper is representing Exelon Corporation (NASDAQ: EXC) and its subsidiary Exelon Generation Company in the sale of Exelon Generation's solar business to Brookfield Renewable Partners for US\$810 million.

DLA Piper advises Sonnedix USA Limited in US\$15 million non-recourse financing

23 January 2020

DLA Piper is pleased to announce that the firm represented Sonnedix USA Limited, a global independent solar power producer, in a US\$15 million non-recourse financing with City National Bank of two operating photovoltaic solar power generation facilities in Puerto Rico.

PRO BONO

Founding Board Member and President Elect, *Women's Energy Network, Greater New York Chapter*