



Rochelle Rabeler

Partner

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Rochelle Rabeler focuses her practice on project development, project financing, joint ventures, and mergers and acquisitions for clients in the energy and infrastructure sectors, with a focus on renewable energy.

She counsels developers, investors, sponsors, and independent power producers in connection with wind, solar, and alternative energy projects throughout the United States, varying in size from 100 kW to 1000 MW.

Both buyers and sellers benefit from Rochelle's comprehensive experience guiding clients through each nuance of project development contracts, mergers and acquisitions, and debt and equity financings (including ISDA and swap agreements), ranging from complex structures to traditional commercial secured transactions.

Rochelle successfully steers clients through the entire project lifecycle, negotiating and closing transactions covering the full range of commercial agreements necessary for energy projects, including power purchase agreements (both with utilities and private commercial and industrial offtakers), land acquisition documents, construction contracts, equipment procurement contracts, operations and maintenance agreements, and shared facilities agreements.

Before embarking on her legal career, Rochelle worked as a Senior Account Executive for Infinity Broadcasting, where she was responsible for negotiating and managing large client accounts. Prior to joining Holland & Hart, Rochelle served as a law clerk to the Honorable Marvin P. Isgur of the U.S. Bankruptcy Court in the Southern District of Texas.

PRACTICES

Projects
Project Finance and Strategic Transactions
Project Contracts
Corporate

EDUCATION

The Ohio State University Moritz College of Law, J.D., 2005

cum laude

Note and Comment Editor, *Ohio State Journal on Dispute Resolution*
Dean's Excellence Scholarship

Syracuse University, B.A., 1999

magna cum laude

Sports Reporter, *The Daily Orange*

BAR ADMISSIONS

Colorado

Ohio

EXPERIENCE

Linear Infrastructure

- Land Acquisition Agreements

Project Finance and Strategic Transactions

- Acquisition and Divestiture Transactions
- Auction Processes
- Commercial Bank Financing
- Construction and Term Debt Financing
- Equity Financings
- Financial Swaps and Hedges

- Joint Venture Agreements
- Partnering and Joint Ventures
- Single-Project and Portfolio Lending

Project Contracts

- Construction Contracts
- Development Services Agreements
- Engineering, Procurement, and Construction Agreements
- ISDA Master Agreements
- Interconnection and Transmission Agreements
- Land Acquisition Agreements
- Operation and Maintenance Agreements
- Product Sale and Marketing
- Pre-Paid, Commercial Offtaker and other Non-Traditional Power Purchase Agreements Shared Facilities Arrangements
- Utility Power Purchase Agreements

CLIENT RESULTS

Strategic Transactions

Lead counsel to the owner of Scout Clean Energy in its sale of its 1,600 MW pipeline of US wind power projects business to an affiliate of Quinbrook Infrastructure Partners.

Lead counsel to Gamesa in connection with the repowering of the Medicine Bow Wind Project, an approximately 5 MW wind energy generation project under operation near Medicine Bow, Wyoming, including analysis regarding new Production Tax Credit (PTC) qualification upon overhauling and completing upgrades of wind turbines, and the subsequent sale of the updated project to an affiliate of Commonwealth Bay.

Lead counsel to Duke Energy Renewables Solar, LLC in its acquisition of 100% of the membership interests in Caprock Solar 1 LLC and Caprock Solar 2 LLC for the development of a 25MW solar photovoltaic project located in Quay County, New Mexico.

Lead counsel to Real Capital Solar, LLC in its acquisition of 100% of the issued and outstanding membership interests of three entities owning eleven 1MW community solar garden photovoltaic projects in Colorado and Minnesota and the subsequent portfolio financing including the credit agreements and facility documents, for each project.

Lead counsel to the seller of 100% of the equity interests in Fossil Gulch Wind Park, L.L.C., which owned an operating wind project located in Twin Falls County, Idaho, to a wholly owned subsidiary of Greenbacker Renewable Energy Company LLC.

Lead counsel to Gradient Resources, Inc. in connection with a limited recourse asset financing secured by, among other things, geothermal

drilling and cementing equipment owned by multiple affiliates of Gradient Resources and used for the development of multiple geothermal projects.

Power Purchase Agreements (PPAs)

Lead counsel to SunEnergy1, a solar project developer, in connection with the negotiation of a contract for differences power purchase agreement with Fifth Third Bancorp for all of the output from the 80MW Aulander Holloman solar project in Hertford County, North Carolina. In connection with this transaction, Fifth Third Bank became the first publicly traded company worldwide, and the first US bank and Fortune 500 company, to sign a contract leading to 100 percent renewable energy through solar power.

Lead counsel to 7X Energy Inc, the developer of the 35MW Lapetus Energy Project located in Andrews County, Texas, in connection with a fixed schedule hub settled power purchase agreement in ERCOT for the output from the project to CoServe Electric and Brazos Electric Power Cooperative, Inc.

Lead counsel to Duke Energy in the negotiation of a power purchase agreement with City Utilities of Springfield for the Frontier Windpower project, a 200 MW wind project located in Kay County, Oklahoma.

Lead counsel to Duke Energy in connection with two power purchase agreements for the physical output of the 80 MW solar photovoltaic facility located in Conetoe, North Carolina: (i) a 25- year power purchase agreement to sell the output from 50MW of the project to Corning Incorporated and (ii) a 17-year power purchase agreement to sell the output from 30MW of the project to Lockheed Martin.

Other Project Development

Lead counsel to Duke Energy Renewables in connection with the negotiation of an Engineering, Procurement and Construction Agreement for the second phase repowering of its 36 MW Notrees Battery Storage Facility, which is integrated into the company's 153 MW Notrees wind-powered generation facility.

Lead counsel to an engineering, procurement, and construction contractor in connection with the negotiation of a form of construction agreement to be used for the installation of 17 rooftop and ground mounted distributed solar photovoltaic facilities for a California school district.

RECOGNITION

- *Denver Business Journal*, Who's Who in Energy, 2018
- *Law Week Colorado*, Barrister's Choice, Barrister's Best Mergers & Acquisitions Lawyer, 2017, 2018
- *Law Week Colorado*, Editor's Choice and People's Choice, Barrister's Best Renewable Energy Lawyer, 2016
- *Law Week Colorado*, People's Choice, Barrister's Best Corporate Lawyer, 2014, 2015

- Colorado Super Lawyers® Rising Stars, Mergers & Acquisitions, 2014-2017
- *Benchmark Litigation*, Future Star, 2017, 2018

PROFESSIONAL AND CIVIC AFFILIATIONS

- Colorado Bar Association, Member
- Women in Sustainable Energy, Member, 2014-present
- Court Appointed Special Advocate, 2016-present
- Grid Alternatives, Board of Directors, 2015-present
- Downtown Aurora Visual Arts, Board of Directors, 2008-2014
- Rocky Mountain Active 20-30, Board of Directors, 2010-2013
- Big Brothers Big Sisters of Colorado, Big Sister Volunteer, 2007-2016
- Lawyers in the Classroom, Volunteer, 2013-present