



Rochelle Rabeler

Partner

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Rochelle leverages her extensive experience representing wind, solar, storage, and other energy companies throughout the United States to successfully counsel clients through mergers and acquisitions, joint ventures, and project development transactions, with a focus on power purchase and other project offtake agreements.

Developers, sponsors, purchasers, sellers, and investors rely on Rochelle's guidance and solution-oriented approach to navigate each phase of a project's lifecycle – from inception to construction and through financing and operation. This includes the negotiation of land acquisition documents, power purchase agreements, construction contracts, operations and maintenance agreements, shared facilities agreements and financing documents, including ISDA and other hedge and swap agreements.

Rochelle specializes in power purchase agreements (PPAs) and represents clients in the negotiation of traditional physical offtake PPAs with both utilities and private commercial and industrial offtakers, as well as financial and virtual PPAs or contracts for differences and renewable energy credit (REC) transactions. Rochelle has successfully negotiated and helped clients execute corporate PPAs for renewable energy projects totaling more than 2 GW in the aggregate.

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

Corporate
Mergers and Acquisitions

INDUSTRIES

Conventional Power
Energy and Resources
Renewable Energy and Storage

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 Duke Energy in its acquisition of the development assets related to a 200MW wind power project located in Kay County, Oklahoma, known as the Frontier Windpower project. Holland & Hart also negotiated the related Power Purchase, Turbine Supply and Construction Services Agreements for the 200 MW facility.

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 SunEnergy1, the developer and owner of the 80 MW solar project located within Virginia Electric and Power Company territory in North Carolina, in connection with a long-term virtual power purchase contract with Digital Realty, a leading global provider of data center solutions, on behalf of Facebook, Inc.

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.

PUBLICATIONS

"What's Next for Renewable Power Purchase Agreements?," *Bloomberg Law*, November 12, 2020

"Introduction to Physical and Virtual Power Purchase Agreements," *Section Report of the Oil, Gas & Energy Resources Law Section of the State Bar of Texas*, Vol. 44, No. 3, September 3, 2020

SPEAKING ENGAGEMENTS

"Energy Storage Off-take Contract and Terms," *EUCI's Energy Storage (ESS) Contracts & Service Agreements*, March 21, 2024

"Tax Equity Changes Under the IRA and New Opportunities for Tax Transfer," *2024 Solar Power and Energy Storage Mountain West*, February 27, 2024

"Key Contract Terms in BESS M&A Transactions and Project Development," *Energy Storage M&A and Project Due Diligence*, February 7, 2024

"Off-Take Contracts: An Overview," *Renewable Energy Law Essentials*, Austin, TX, January 29, 2024

"The State of Renewable Power Financing & Investments in the Region," *Infocast Mountain West Renewables Summit*, November 7 & 8, 2023

"Corporate PPAs: Where is the Corporate Offtake market heading?," *Moderator, Tamarindo Financing Wind Onshore & Transmission 2023 Conference*, September 21, 2023

"Solar Development & Transaction Due Diligence: Legal, Technical & Financial Best Practices w/IRA Applications," *EUCI Seminar*, June 6-7, 2023

"Renewable Energy PPAs," *EUCI Course*, April 11, 2023

"Legal Issues with Wind Re-power and M&A Projects," *EUCI Wind Project Repowering and Retrofit Due Diligence Summit*, March 28, 2023

"Renewable Energy PPAs," *EUCI Seminar*, September 8, 2022

"Watch Your Consumption: Water, Air, Waste, and Energy," *Cannabis Higher Learning: Your Legal Roadmap*, April 19, 2022

"Renewable Energy PPAs," *EUCI Seminar*, April 11, 2022

"Renewable Energy PPAs: Corporate PPAs," *Instructor, EUCI Conference*,

04/14/2021

"Corporate PPAs," *Speaker, UT Law Renewable Energy Law Institute*, 01/26/2021

"Wind Project Repowering Due Diligence Summit: Legal & M&A Issues with Wind Repower Projects," *Instructor, EUCi Conference*, 08/16/2019

RECOGNITION

- *Chambers USA*, Energy & Natural Resources, 2023, 2024
- *IFLR1000* United States, Colorado, Highly Regarded, Project Development, M&A, Energy, 2019-2023
- *A Word About Wind*, Legal Power List, Rank 26/100, 2022
- *Denver Business Journal*, Top Women in Energy, 2019
- *Denver Business Journal*, Who's Who in Energy, 2018
- *Law Week Colorado*, Barrister's Best, People's Choice: Mergers and Acquisitions Lawyer, 2021, 2022
- *Law Week Colorado*, Barrister's Best, Barrister's Choice: Best Renewable Energy Lawyer, 2019-2021
- *Law Week Colorado*, Barrister's Best, Barrister's Choice: Mergers & Acquisitions Lawyer, 2017, 2018, 2023
- *Law Week Colorado*, Barrister's Best, Editor's Choice and People's Choice: Renewable Energy Lawyer, 2016
- *Law Week Colorado*, Barrister's Best, People's Choice: Corporate Lawyer, 2014, 2015
- Colorado Super Lawyers®, Mergers & Acquisitions, 2019-2024
- Colorado Super Lawyers® Rising Stars, Mergers & Acquisitions, 2014-2017

PROFESSIONAL AND CIVIC AFFILIATIONS

- Colorado Bar Association, Member
- WRISE (Women in Renewable Industries and Sustainable Energy) Colorado, Member and Leadership Team, 2014-present
- Court Appointed Special Advocate, 2016-present
- Grid Alternatives, Board of Directors, 2015-2020
- 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