



A. Paul Zarnowiecki

Partner

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Practice Areas

- Energy & Infrastructure
- Renewable Energy
- Corporate
- Banking & Finance
- Mergers & Acquisitions
- Energy
- Infrastructure

Honors

- *The Legal 500 USA*:
Recognized Lawyer for
Project Finance Law
(2019)

Education

- J.D., American
University, Washington
College of Law, 2000
- M.B.A., Finance,
American University,
Kogod School of
Business Administration,
2000
- B.A., English and
Psychology, Syracuse
University, 1996, *cum
laude*

Memberships

- District of Columbia Bar
- New York State Bar
Association
- American University
Washington College of

Paul represents sponsors, investors, utilities and other strategic participants in corporate and project finance transactions, primarily in the energy and infrastructure sectors. He also serves as the Office Leader for Orrick's Washington, DC office.

Transactions on which Paul has advised include the development, financing, acquisition and divestiture of renewable and conventional power projects and other infrastructure assets in a broad range of commercial and corporate transactions. He has served as lead counsel on some of the most innovative and complex U.S. renewable energy transactions in recent years in both the wind and solar energy sectors.

Paul's recent pro bono legal work includes advising a Washington, D.C.-based non-profit corporation on various transactions to provide affordable housing to Washington, D.C. residents.

Representative Engagements

Project Development and Financing

- A project developer and sponsor in the debt and tax equity financing of a solar energy project in Hawaii.
- A project developer and sponsor in the construction loan financing for two U.S. wind energy projects.
- A leading wind turbine manufacturer and project developer in the construction financing and tax equity financing of four U.S. wind projects with a total capacity of 480 MWs.
- A project sponsor in the development, financing, and subsequent refinancing of a 45 MW solar energy project in California (transaction recognized as a Project Finance Americas Solar Deal of the Year).
- A project sponsor in connection with the development, financing, refinancing and power purchase arrangements for a 63 MW wind energy project in Oregon.
- A lessee and its equity investors in the lease financing of a power production facility.
- A tax equity investor in connection with its investment in a 189 MW wind farm.

Mergers and Acquisitions

- The project sponsor and developer in the sale of wind energy projects in Texas, Oklahoma and Illinois totaling over 500 MWs, including the Kingfisher wind project (recognized as the 2015 Platts Financial Deal of the Year and 2015 Commodities Deal of

Law, Advisory Council
on Business Law

- American Council on
Renewable Energy
(ACORE)

the Year).

- A leading wind turbine manufacturer and project developer in the sale of four U.S. wind projects with a total capacity of 480 MWs.
- The U.S. subsidiary of a Japanese utility in the acquisition and ongoing management of a large portfolio of ownership interests in power generating facilities in the continental U.S. and Guam.
- A European investment group in the cross-border acquisition of the assets of a U.S. small aircraft manufacturer.
- Representing a major U.S. utility in its acquisition of a large wind energy project on a build-own-transfer (BOT) basis.
- A strategic participant in the formation of a joint venture to design, license and deploy small modular nuclear reactor technology.

Power Supply Arrangements

- More than 2,000 MWs of PPAs for wind energy and solar energy in 11 different states on behalf of both project developers and utility purchasers.
- A major U.S. utility in the development of its Request For Offers to acquire energy storage facilities and the subsequent negotiations for the resulting acquisitions.
- A major U.S. utility in its Request for Offers and subsequent contract negotiations to acquire wind and solar energy and to acquire renewable energy credits.
- An electric cooperative in its power solicitations to acquire long-term wind, solar and firm conventional power, and the subsequent PPA negotiations.
- Project sponsors in energy hedging transactions for wind energy projects in multiple jurisdictions.
- A U.S. utility in power solicitations and negotiations for long-term electric power supply and the resulting power purchase transactions, and in its solicitation and subsequent contracting for demand-side reduction services.
- Lead outside counsel to the utility purchaser in the negotiation of the nation's first utility scale offshore wind PPA for power from a proposed offshore wind farm off the coast of Delaware.

Publications

- Co-Author, *Defense Logistics Agency Energy, Army OE,I and Air Force OEA Request for Information*, American Council on Renewable Energy (June 2017)

Speeches and Programs

- *Power Finance & Risk Magazine's Offshore Wind Roundtable* (2018)
- *New Energy Update's U.S. Offshore Wind* (2018)

Admissions

- New York
- District of Columbia