

# DIRECTION

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## SUNEDISON AND TERRAFORM TO PURCHASE DEVELOPER FIRST WIND FOR \$2.4 BILLION

*Acquisition would create world's largest renewables development company*



SunEdison, Inc., a leading global solar developer, and TerraForm Power, Inc., a global owner and operator of renewable energy power plants, recently announced that they have signed a definitive agreement to acquire First Wind, one of the leading developers, owners and operators of wind projects in the U.S.

With the purchase, SunEdison acquires the leading independent wind development and asset management company and becomes the leading global renewable energy development company. As a result, SunEdison raises its 2015 project installation guidance from 1.6-1.8 GW to 2.1-2.3 GW.

SunEdison will purchase over 1.6 GW of pipeline and backlog projects,

which have been added to TerraForm Power's call right project list and are expected to be operational in 2016-2017. Included in the transaction is an additional 6.4 GW of project development opportunities. SunEdison expects to accelerate the rate of project development and realize significant growth opportunities by integrating First Wind's wind platform into its own global project development and finance platform.

TerraForm Power acquires 521 MW of contracted wind generation assets from First Wind and adds 1.6 GW to its list of call right projects scheduled for drop down in 2016-2017. The acquisition increases the generation capacity of TerraForm Power's operating

portfolio by more than 50 percent and provides further geographic diversity in Maine, New York, Hawaii, Vermont and Massachusetts. In addition, after the acquisition, TerraForm Power's call right project list with SunEdison will double to 3.2 GW of solar and wind projects.

"The acquisition of First Wind transforms both SunEdison and TerraForm Power into diversified renewable energy companies and will make SunEdison the leading renewable power plant developer in the world," said Ahmad Chatila, president and chief executive officer of SunEdison.

"This acquisition is immediately accretive and establishes TerraForm Power as a leading asset owner in the

wind energy market while demonstrating the Company's commitment to delivering on TerraForm Power's diversified growth strategy," said Carlos Domenech, president and chief executive officer of TerraForm Power.

"We are excited to become part of the SunEdison team," said Paul Gaynor, chief executive officer of First Wind. "This new strategic organization will allow us to join with SunEdison to develop and invest in new, long-term-contracted, well-sited and well-run renewable energy projects that deliver clean energy to homes and businesses across the country and internationally. We will be able to leverage our strength in development and operations, proven during the completion of 1.5 GW of wind projects over eight years, with two world-class companies."

#### TRANSACTION DETAILS

Total consideration for the acquisition of First Wind is up to \$2.4 billion, comprised of \$1.9 billion in upfront consideration and a \$510 million earn-out.

SunEdison's portion of the total consideration is \$1.5 billion, comprised of an upfront consideration of \$1.0 billion and the earn-out. As part of its upfront consideration, SunEdison will issue a \$340 million seller note. The earn-out will be payable by SunEdison subject to completion of certain projects in First Wind's backlog. TerraForm Power will acquire First Wind's operating portfolio for an enterprise value of \$862 million.

Concurrently, SunEdison will put in place a \$1.5 billion non-recourse warehouse financing facility, for projects expected to be dropped down into TerraForm, that will provide certainty of financing for the Company to complete the build-out of its backlog and pipeline projects, including those acquired from First Wind.

TerraForm Power and SunEdison have secured fully committed bridge

financing to support the aggregate First Wind transaction consideration, refinance TerraForm Power's existing indebtedness, and fund future growth through the drop down warehouse facility.

The transaction is expected to close during the first quarter of 2015, subject to usual and customary conditions and regulatory approvals.



[www.sunedison.com](http://www.sunedison.com)  
[www.terraform.com](http://www.terraform.com)  
[www.firstwind.com](http://www.firstwind.com)

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## IBERDROLA OPENS ITS FIRST OFFSHORE WIND FARM

*Pioneering technology for the \$2.6 billion project in Irish Sea could help reduce costs of future offshore wind projects around the world*

Iberdrola USA, the second-largest wind producer in the United States, recently announced that its sister company ScottishPower Renewables, in conjunction with Dong Energy of Denmark, has opened Iberdrola's first offshore wind farm — West of Duddon Sands, a 389 MW facility located in the Irish Sea, approximately 12.5 miles off the seaport of Barrow-in-Furness in North West England.

The joint owners officially commissioned the \$2.6 billion project on Oct. 30 at a ceremony hosted by the U.K. Secretary for Energy and Climate Change Ed Davey, Iberdrola Chairman Ignacio Galan, and DONG Energy Executive Vice President for Wind Power Samuel Leupold more than two months ahead of schedule.

“West of Duddon Sands is the first offshore wind farm in the U.K. to use such advanced construction methods,” Galan said. “The combination of two highly sophisticated installation vessels working in tandem, and the support of the excellent fabrication facilities at Belfast, Northern Ireland, made this one of the most efficient offshore projects ever delivered in the U.K.”

“Building the West of Duddon Sands wind farm was a significant engineering challenge,” said Bob Kump, chief corporate officer of Iberdrola USA. “There is value in the achievement beyond the immediate benefits of this project. We will share the knowledge we gained among Iberdrola companies like ours and throughout the industry to help advance the tech-



nology and cost competitiveness of future offshore wind projects.”

More than 1,000 workers spent the last two years erecting the 108 Siemens turbines, connected through a 125-mile web of under-sea cable in a 26-square-mile patch of the Irish Sea. Each turbine has a rating of 3.6MW, and the wind farm has enough total capacity to meet the annual electricity demands of approximately 280,000 homes.

Two big innovations in offshore wind project construction helped reduce the costs of this project and get it online ahead of schedule:

- A new \$80 million, custom-designed offshore wind terminal built at Belfast Harbor. The terminal employs up to 300 workers and can operate around the clock for continual delivery of turbine

and foundation components to the farm.

- Two of the world's largest and most advanced installation vessels: Pacific Orca and Sea Installer. Using the two vessels in tandem enabled construction crews to install all the foundations and turbine components during one of the most stormy winters in recent history.

Energy generated by the project connects to an offshore substation built by Iberdrola's engineering subsidiary, Iberdrola Engineering and Construction, and designed to withstand the area's extreme weather conditions. The substation boosts the voltage then routes it through two export cables to the onshore substation at Heysham where it enters the U.K. national grid. ↯

## DEPARTMENT OF ENERGY PROMOTES WIND WORKFORCE WITH LAUNCH OF INTERACTIVE WIND CAREER MAP

*Online tool allows prospective wind employees to explore industry jobs*



Photo by Dennis Schroeder / NREL

A robust domestic wind industry requires a well-qualified and trained workforce to design, maintain, and install wind energy projects across the country. As wind becomes a larger part of our nation's clean energy mix, the need for skilled individuals to support this growing industry will increase. While the wind industry already employs over 50,000 people across the United States, the Department of Energy's National Renewable Energy Laboratory found in a recent study that at least 70% of industry members surveyed report some difficulty finding

Siemens' employees Israel Garay, left and Eric Eggleston work on the nacelle of a Siemens 2.3 MW, 80 meter wind turbine at NREL's National Wind Technology Center (NWTCC) in Boulder County, Colorado.

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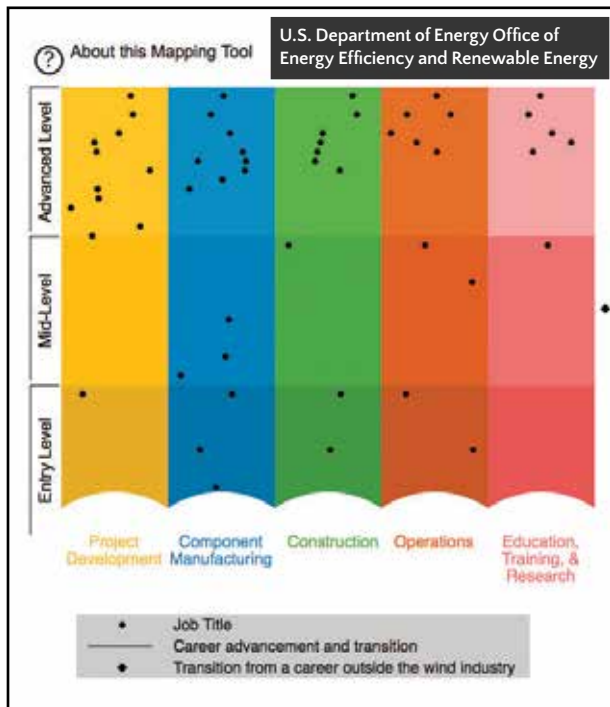
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qualified applicants for a variety of wind-related positions including wind technicians, managers in manufacturing and construction, scientists, regulators, product designers, educators, and trade workers.

In an effort to support the wind industry’s recruitment of skilled workers, the Energy Department has developed a - “Wind Career Map,” a web-based tool that highlights the broad range of careers and required skill sets across the wind power industry. The occupations featured in the Wind Career Map range from technicians who install and maintain wind turbines to educators who will train the next generation of wind engineers and business leaders. Information such as wages, experience expectations, and educational requirements are available for each mapped

occupation, and one of the most exciting features of the Career Map is an associated career pathway that can successfully lead to each position.

Utilizing the Career Map’s built-in matching feature, interested individuals can locate positions based upon relative skill sets and levels of knowledge. For instance, if you were to match your “moderate experience” with a career in “Installation and Operations,” you may find that you are qualified to be an assembler and fabricator. The Career Map informs you that people in this position “assemble both finished products and the parts that go into them,” and that a high school diploma is the preferred level of education to qualify for this role. If you are intrigued by the job description and think that it may be a good fit, the Wind Career Map points you to more detailed information. For example, the Career Map tells you that assemblers and fabricators must have color vision and be able to read detailed schematics or blueprints that show how to assemble a machine and use various electronic, robotic, computer, or hand tools to make adjustments to align and fit components together properly.

Developed by a working group of experts including industry representatives, educators, government agencies, and wind energy activists, the Wind Career Map will help develop the next generation of employees needed to support America’s growing land-based, distributed, and emerging offshore wind industries.

Interested in other renewable energy sources? The Energy Department also developed a Solar Career Map. To see if a renewable energy career may be right for you, visit the or Energy Department’s Clean Energy Jobs and Career Planning website, or visit the Wind Program website to learn more about wind energy trends, technology, manufacturing, educational tools, and ongoing research and development. ↴

— Source: U.S. Department of Energy

## GE CELEBRATES INSTALLATION OF ITS 25,000TH TURBINE WORLDWIDE

GE recently celebrated its 25,000th wind turbine installation — a milestone for the company which now has more than 38 GW of installed wind turbines around the world.

Altogether, GE’s 25,000 wind turbines generate the equivalent energy needed to charge 25 billion smartphones or provide the electricity needed for approximately 28 million European households for a year.

“We are thrilled to be reaching this milestone alongside our customers,” said Anne McEntee, president and chief executive officer of GE’s renewable energy business. “Through continued technology investment and collaboration with global developers like Energiekontor, wind will continue advancing as a competitive source of renewable energy around the world.”

GE reached the milestone during the installation of a 2.75-103 wind turbine with wind developer Energiekontor at the Uthlede wind farm in Lower Saxony, Germany, earlier this month. The Uthlede wind farm will contain twelve 2.75-103 GE wind turbines—developed and manufactured at the European headquarters of GE’s renewable energy business in Salzbergen, Germany. ↴