

OPAL Fuels Announces Business Combination with ArcLight Clean Transition Corp. II

DECEMBER 2, 2021

Winston & Strawn LLP represented Citigroup Global Markets Inc., in connection with its role as buy-side advisor to ArcLight Clean Transition Corp. II (Nasdaq: ACTD), a publicly traded special purpose acquisition company, in connection with a business combination with OPAL Fuels LLC, a leading vertically integrated producer and distributor of renewable natural gas (RNG) with a diversified revenue and customer base in 42 states. The combination, with an enterprise value of US\$1.75B, will result in OPAL Fuels becoming a publicly listed company named "OPAL Fuels Inc." It will be listed on the Nasdaq Stock Exchange under the new ticker symbol "OPL." The transaction includes a US\$125M fully committed common stock PIPE at US\$10.00 per share, anchored by NextEra Energy, Inc. (NYSE: NEE), Electron Capital Partners, Gunvor Group, Wellington Management, and Adage Capital Management, with participation by ArcLight affiliates. Additionally, affiliates of NextEra Energy have made a commitment for up to a US\$100M preferred equity investment in OPAL Fuels and have entered into a purchase and sale agreement for the majority of OPAL Fuels environmental attributes. Assuming no redemptions, the transactions are expected to provide gross proceeds of approximately US\$536M to fund the construction of OPAL Fuels' robust RNG development pipeline. RNG is a proven low-cost, low-carbon fuel that when used in transportation in place of diesel fuel can cost 40 to 70 percent less per gallon, providing significant annual operating cost savings while dramatically reducing the carbon footprint of heavy duty fleets.

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