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Mintz Levin Energy & Sustainability

Energy & Sustainability Connections Newsletter

Your Law Firm Link to Industry News

MAY 2018

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A Note from the Editors

Energy & Sustainability Connections brings the latest developments in energy investing, legal insights, company activity, and industry events straight to your inbox. This month's features include:

- **Leader in the News:** NBD Nanotechnologies recently secured an $8 million Series B financing to further grow its business while continuing to innovate within its proprietary platform focused on specialty chemical products that change the surface properties of materials like glass and plastic.
- **Legal Feature:** Mintz Levin's Mark Higgins breaks down the expanding role of blockchain technology in the energy sector.
- **Event Highlights:** Get all the details on four exciting energy events coming up, including the Grand Opening of Greentown Labs' new Somerville headquarters, a microgrid discussion with the NECEC, and a BIRD funding winner event featuring enVerid Systems!
- **Washington Updates:** Read the latest energy policy updates coming out of the Capitol, including the latest DOE funding announcements and new opportunities in offshore wind.

For links to industry grant opportunities and stories from the business, policy, and research sectors of the energy and clean technology industry, please see our Energy Navigator.

You can subscribe to our *Energy & Sustainability Matters* blog here.

We would also like to remind our readers that you can always ask us anything at http://mintzedge.com/ask-anything/. We built the MintzEdge website as a resource for entrepreneurs and investors, and hope that all of you take advantage of the site and see how it can help you.

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A RESOURCE FOR ENTREPRENEURS ›

Leader in the News

NBD Nanotechnologies

This month we are excited to highlight our client NBD Nanotechnologies! The Boston-based innovator recently secured an $8 million Series B financing to further grow its business while continuing to innovate within its proprietary platform focused on specialty chemical products that change the surface properties of materials like glass and plastic.

NBD Nanotechnologies (NBD Nano) is quickly emerging as a global leader in advanced surface wettability through its cutting edge, highly effective coatings and additives. Its unique products offer targeted and seamlessly integrated solutions to common problems in manufacturing, electronics, and consumer products. The proprietary hydrophobic technology in its RepelShell™ additive makes virtually any solid surface ultra-resistant to water and other pollutants — perfect for maximizing manufacturing efficiency or adding a protective layer to clothing and equipment. NBD Nano's InvisiPrint™ coatings significantly reduce fingerprint visibility on a variety of surfaces. Other products include metallic technology that "harvests" a water supply from surrounding fog (inspired by the company's namesake Namid Beetle Design, based on an insect that performs a similar feat). Moving forward, NBD Nano aims to continue developing cross-industry partnerships to help companies of all types perform at full potential.

Since founding NBD Nano in 2012, CEO Miguel Galvez and President Deckard Sorensen have grown the company and expanded the team to 14 employees working out of NBD Nano's headquarters in Boston, MA. In 2014, Phoenix Venture Partners led a $5.2 million Series A financing round in NBD Nano and was joined in the funding support by Supply Chain Ventures and previous angels. The company has also received grants from the Massachusetts Clean Energy Center and the National Science Foundation's Small Business Innovation Research program.

NBD Nano's latest $8 million Series B financing round was led by BASF Venture Capital (BASF), joined by new investor Henkel AG & Co., existing investor Phoenix Venture Partners, and others. BASF's press release about the investment noted that "the company's technology platform provides them with a strong base for future innovations" and that NBD's "products are truly unique and will add significant value to NBD Nano's customers." This successful financing will allow NBD Nano to achieve the scale it needs to provide its novel solutions to a wider array of markets.

We congratulate NBD Nanotechnologies and all of our friends on the NBD team on your success in growing the business, another successful financing, and earning the support of world-class investors and leading global companies. We look forward to your continued success!

Legal Feature

Blockchain in Energy – Where Do We Stand? Where Do We Go From Here?

This feature by Mark Higgins was originally published on the Mintz Levin *Energy & Sustainability Matters* blog.

For all the publicity generated by the recent increase in value of Bitcoin, as well as the generally increasing awareness of the existence of blockchain technology, Greentech Media's recent Blockchain in Energy Forum 2018 held in New York City demonstrated that the technology is incredibly young and all stakeholders — utilities, regulators, entrepreneurs, consumers, and investors — are still struggling with the ultimate impact of distributed ledger systems. The promise of blockchain as a decentralized, verifiable, and immutable database with the scalability to displace existing record-keeping systems is as of yet unfulfilled, but not for lack of effort. The wide variety of issues covered in the day's panels demonstrate the fundamental debates stakeholders are still having. The touchstone questions to which panelists came, again and again, were "What problem is this solution supposed to solve?" and "Why does blockchain solve it better than any other solution?" Definitive answers to both questions remain elusive.

Most expect blockchain technology to be the foundation of the future transactive energy grid in which power generated by distributed energy resources on a scale ranging from residential rooftop solar to traditional generating stations is bought and sold in a marketplace, matching production with demand efficiently in real time. Our traditional hub-and-spoke model of electrical generation and transmission is evolving to one of widely distributed generation. This new marketplace will require the settlement of an incredible number of transactions every second. Some estimates have pegged the minimum rate of transactions to be settled for a country such as Germany at 260,000 per second in this future grid. As a means of comparison, the blockchain behind the cryptocurrency Bitcoin can only process 5 transactions per second — that of Ethereum, another well-known cryptocurrency, can handle approximately 15 transactions per second. For the transactive grid to come to fruition, much progress remains to be made.

Efforts are underway. The Energy Web Foundation, an offshoot of The Rocky Mountain Institute, the nonprofit energy research and consulting group, has begun developing its own blockchain engineered specifically for use within the energy space named the Energy Web Platform. Presently even this best attempt at an energy-specific blockchain can handle only 750 transactions per second. Further technical issues abound. Governance and best practices concerning the protocols pursuant to which major changes to the structure of the blockchain are implemented remain a topic of hot debate, as do the measures of verifying transactions on the blockchain. With basic issues such as these still in flux, it is not surprising that a real world manifestation of a fully functioning blockchain application has remained elusive in the energy industry.

Utilities and regulators are not blind to the promise of blockchain, though it seems as if they are just coming to the party. Both are extremely aware of their responsibilities to their constituents. Tasked with making sure that the power demands of their ratepayers are always met, utilities are particularly reluctant to embrace a transformative technology wholesale without total assurance that service to every customer will be uninterrupted. For all the promise of blockchain, utilities have the largest incentive to express skepticism. From their perspective, blockchain too often seems to be a solution in search of a problem.

That being said, opportunities do exist for utilities to apply blockchain-based services to their operations to increase efficiency, decrease cost, and deliver value. NRG Energy, Inc. is developing an internal blockchain to manage its Renewable Energy Credit (REC) portfolio from generation to retail to retirement. RECs are widely seen as the most likely-use case to first achieve viability as an independent product. A decentralized distributed ledger network perfectly encapsulates the

multiple records that REC portfolio managers must reconcile to ensure that the managers have what they think they have. Yet, even with a seemingly square peg fitting into the square hole, utility representatives present still pondered aloud whether blockchain was the best and sole solution its promoters believed it to be.

That tension was evident in the advice of Dr. Paul Breslow, head of EDF's Innovation Lab. Dr. Breslow cautioned on one panel that entrepreneurs seeking investment or buy in who make their pitches geared toward the future transactive grid are not helping the present-day discussion. Better, he said, to come into the room having identified a quantifiable problem and proposing a solution that works today. Utilities are among the most heavily regulated industries and are thus acutely aware of the incremental steps they must take from the traditional model of energy production and distribution to that of the future in order to continue to satisfy the concerns of their regulators.

Regulators are generally seen to be the last to embrace the promise of blockchain because of their explicit mandate to ensure the health of the grid. In this sense, the United States lags behind Europe. European regulators are regarded to work more closely in conjunction with major industry players to change regulation to accommodate blockchain technology compared to their American counterparts. As increasingly beneficial economics drive the penetration in the United States of distributed energy resources like community solar, the resultant necessary changes to the energy regulatory framework will likely include a provision for blockchain-based technologies.*

It is clear that blockchain energy entrepreneurs view this growing shift as their opportunity to enter the market. As the physical grid decentralizes, the efficiency offered by distributed ledgers over central recordkeeping becomes apparent. Propitiously, a distributed ledger system is also seen to increase overall grid resiliency by localizing the effect of adverse events on grid infrastructure — no single hit can take out the central ledger for the entire system. To these forward-looking souls, the day of blockchain in the energy industry has arrived, and they are there to seize it.

Seizing the day requires financing, and blockchain presents a tricky problem to traditional sources of funds because within blockchain lies its own mechanism of financing. Tokens are produced as miners verify individual blocks of transactions. Large amounts of tokens can be created by the blockchain progenitor and sold to third parties to raise funds for their projects. Of the estimated $324 million invested in organizations seeking to utilize blockchain in the energy industry, 75% has come from these initial coin offerings, a staggering amount. Increased SEC regulation has depressed ICO numbers in the United States in the last six months, but this fundraising mechanism continues to be popular abroad.

Initially, traditional venture capitalists found the competition from ICO fundraising disconcerting. Having independent access to capital, founders were more willing to eschew a VC-financed path of growth for their organizations. As SEC regulation has increased, however, founders have resorted to private placements of tokens to comply with U.S. securities laws. This shift has brought venture capitalists back into play to fund blockchain energy startups. Their emergence into the market is still new enough that the panel of investors discussing investment in blockchain energy products could not cite any benchmark returns on investment they expected nor any exit strategies beyond strategic acquisitions.

The excitement surrounding blockchain tends to mask the birthing problems of the transformative technology. Both the excitement and the problems were on full display at the Blockchain in Energy Forum. Mintz Levin is here to harness that excitement and help you address those birthing problems. We encourage you to reach out if you are a stakeholder in the energy space exploring the application of blockchain technologies. As our energy grid transforms, Mintz Levin will be helping you lead the way.

**This attitude markedly contrasts with non-U.S. jurisdictions. Several panels referenced their desire for a "regulatory sandbox" to experiment with blockchain implementation without unduly intrusive oversight. Interestingly enough, the lack of "regulatory sandboxes" in the United States can be explained by our regulatory framework. All energy providers, regardless of size, tend to be regulated equally in U.S. jurisdictions. Alternative systems of regulation allow, for instance, that an energy resource is not fully regulated until it produces more than 1 kW, allowing for more smaller-stake experimentation.*

Event Highlights

Greentown Labs Grand Opening + Demo Day & E-Capital Investment Summit

May 9 – May 10 | Somerville, MA

Our team is looking forward to attending the Grand Opening of Greentown Labs' new headquarters on May 9 in Somerville starting at 1 pm. Speakers will include Massachusetts Governor Charlie Baker and Somerville Mayor Joseph Curtatone, among others. To register, click here.

The following day, May 10, our own Verna Krishnamurthy will be in attendance at the Greentown Labs E-Capital Investment Summit, co-created with EarthX. This event will begin at 10:30 am in Somerville. For more information, click here.

NECEC's Emerging Trends Series: Microgrids - A Model for Innovative Partnerships

May 17 | Boston, MA

Join our friends at NECEC on May 17 at 8:30 am at Veolia in Boston for a discussion that will highlight new ways customers, utilities, and third-party providers are working together to successfully deploy microgrid solutions. The NECEC team and speakers from the clean energy industry, as well as policymakers and customers, will discuss how they are working to develop models for microgrids that include energy storage, distributed generation, demand response, and energy efficiency to keep the lights on, reduce their carbon footprints, and enhance resiliency. To learn more and to register, click here. Mintz Levin is a proud sponsor of NECEC.

Winners of BIRD Funding Event

May 17 | Boston, MA

Congratulations to client enVerid Systems for winning Israel-U.S. Binational Industrial Research and Development (BIRD) funding! Come listen to stories from the winners on May 17 at 6 pm in Boston. Dr. Udi Meirav, Co-Founder & CEO of enVerid, will speak on the company's behalf. Winners Formlabs and Pall Life Sciences will also speak. To register, click here.

enVerid Systems offers products that significantly lower upfront HVAC system cost and reduce annual energy consumption by 20 – 30% while improving indoor air quality. enVerid is committed to developing leading products that deliver energy savings while providing healthier indoor air quality (IAQ) worldwide.

Washington Updates

Congress

House Hearing on DOE Budget

On April 12, the House Energy and Commerce Subcommittee on Energy held a hearing on "The Fiscal Year 2019 Department of Energy Budget" with testimony from Secretary of Energy Rick Perry. The wide-ranging discussion covered the Administration's request for the Office of Energy Efficiency and Renewable Energy (EERE), which would see a 70% reduction from Fiscal Year 2018; the Yucca Mountain project and legacy cleanup responsibilities; pipeline safety; encouraging innovation in the private sector; the Strategic Petroleum Reserve; resiliency in the electric grid; fusion energy research; cybersecurity infrastructure; fuel security; and Small Refinery Waivers.

House Energy Bills Advance

The House Energy and Commerce Subcommittee on Energy held a markup on April 18 of five energy bills including H.R. 5174, the Energy Emergency Leadership Act; H.R. 5175, the Pipeline and LNG Facility Cybersecurity Preparedness Act; H.R. 5239, the Cyber Sense Act; H.R. 5240, the Enhancing Grid Security through Public-Private Partnerships Act; and H.R. 4606, the Ensuring Small Scale LNG Certainty and Access Act.

House Hearing on High Octane Fuels

On April 13, the House Energy and Commerce Subcommittee on Environment held a hearing on the potential for high octane fuels and the vehicles designed for them. Members considered the impact of a potential transition to high octane fuels and vehicles on refiners, biofuel producers, automakers, fuel retailers, and consumers. Witnesses included Timothy Columbus, General Counsel, Society of Gasoline Makers of America and National Association of Convenience Stores; Dan Nicholson, Vice President, Global Propulsion Systems, General Motors, on behalf of the United States Council for Automotive Research; and Chet Thompson, President and CEO, American Fuel and Petrochemicals Manufacturers.

Senate Hearing on Rural Energy

The Senate Energy and Natural Resources Committee held a hearing on April 19 to examine energy-related challenges and opportunities in remote and rural areas of the United States. Witnesses included Carole Plowfield, Director, Office of Indian Energy and Policy Programs, DOE; Matt Greek, Senior Vice President of Research, Development and Technology, Basin Electric Power Cooperative; Doug Hardy, General Manager, Central Montana Electric Power Cooperative; Andrew Lyons, Weatherization and Energy Assistance Program Manager, HopeSource; and Robert Venables, Executive Director, Southeast Conference.

Ceiling Fan Energy Conservation Harmonization Act

On April 3, President Trump signed into law the Ceiling Fan Energy Conservation Harmonization Act (S. 2030). Introduced by Sen. Thom Tillis (R-NC), the bill makes January 21, 2020 the compliance date for the amended energy conservation standards for ceiling fan light kits, which is also the compliance date for ceiling fan standards. Previous to enactment of the Act, the compliance date for ceiling fan light kits was January 7, 2019.

Administration

Offshore Wind Opportunities

On April 6, the Bureau of Ocean Energy Management (BOEM) announced a proposed lease sale for two additional areas offshore Massachusetts for commercial wind energy leasing, totaling nearly 390,000 acres. A Proposed Sale Notice (PSN) for Commercial Leasing for Wind Power on the Outer Continental Shelf Offshore Massachusetts, published in the Federal Register on April 11, included a 60-day public comment period.

Also on April 6, BOEM announced it would publish a Call for Information and Nominations (Call) to obtain nominations from companies interested in commercial wind energy leases within the proposed area in the New York Bight. This region represents an area of shallow waters between Long Island (to the north and east) and the New Jersey Coast (to the south and west). BOEM published the Call, which includes a 45-day public comment period, in the Federal Register on April 11. BOEM will accept nominations and comments until May 29.

DOE Funding Announcements

On April 12, DOE announced it would award 82 grants totaling $99 million to 69 small businesses in 26 states. Funded through DOE's Small Business Innovation Research (SBIR) and Small Business Technology Transfer (STTR) programs, the grant awards are for Phase II research and development.

On April 17, DOE announced up to $39 million in available funding to support early-stage research and development (R&D) of innovative hydrogen and fuel cell technologies. Concept papers are due May 7, 2018, and full applications will be due

June 12, 2018.

Also on April 17, DOE announced up to $105.5 million to support energy innovation through solar technology. Under the department's Solar Energy Technologies Office, DOE will fund about 70 projects to advance both solar photovoltaic and concentrating solar thermal power technologies, as well as to facilitate the secure integration of those technologies into the nation's electricity grid.

Recent M&A Activity

- April 18, 2018: SolarWorld Americas reached a definitive agreement to be acquired by SunPower for an undisclosed amount. The acquisition provides the acquirer with a platform for it to implement the company's P-Series solar panel manufacturing technology in its home market.
- April 17, 2018: Three Rivers Operating Company III was sold to an undisclosed buyer for an undisclosed sum.
- April 09, 2018: Dynegy was acquired by Vistra for $1.74 billion. With this acquisition, Vistra Energy is now positioned to be the leading integrated power company in the United States.
- April 09, 2018: Enertrade Electric, which operates as Shyne Energy, was acquired by Zenergy Brands for an undisclosed amount. The acquisition will enable the acquirer to add an essential complementary service to its suite of smart energy products and services..
- April 04, 2018: Oatman Water Company was acquired by Para Resources for an undisclosed amount.
- April 03, 2018: Delta International Oil & Gas was acquired by American Green an undisclosed amount. The acquisition will let Delta and American Green work in tandem to grow and expand American Green's opportunities in Nipton and develop whatever new opportunities present themselves.
- April 03, 2018: Fenix International (Alternative Energy Equipment) was acquired by Engie Africa, a subsidiary of Engie, for an undisclosed amount. The acquisition will help Engie accelerate its development in Africa's off-grid energy market. Fenix will gain access to Engie's supply chain, expertise, long-term capital investments, and talent across the energy value chain.
- April 03, 2018: Superior Pipeline was acquired by SP Investor Holdings for $300 million. Unit Corp. will use proceeds from the sale to accelerate the drilling program of its upstream subsidiary, Unit Petroleum Company, and make additional capital investments in the jointly owned Superior to reduce corporate debt and for general working capital purposes.
- April 03, 2018: Superior Plus (Wholesale Fuel Distribution and Terminal Business) reached a definitive agreement to sell its wholesale fuel distribution and terminal business to Sunoco for $40 million. The acquisition is consistent with Sunoco's strategy of utilizing its scale to grow the core fuel distribution business and add fee-based refined product terminals into the overall portfolio.
- April 02, 2018: CDM Resource Management was acquired by USA Compression Partners for $1.8 billion. The acquisition further expands USAC's geographic presence into regions where USAC was previously underrepresented and results in USAC having broad coverage across U.S. regions.
- April 02, 2018: Concord Energy Holdings was acquired by Rocky Mountain Crude Oil for an undisclosed amount.
- March 30, 2018: Exelon reached a definitive agreement to acquire the LNG import terminal of ENGIE North

America for an undisclosed amount.

- March 28, 2018: RSP Permian (RSPP) reached a definitive agreement to be acquired by Concho Resources for $9.51 billion. The transaction consideration is inclusive of assumed liabilities. Following closing, the acquirer's shareholders will own around 74.5% of the combined company, with Permian stakeholders holding the remaining 25.5%. The acquisition will enable the acquirer to expand its portfolio of oil and gas properties across the United States. The deal is expected to close in the third quarter of 2018.
- March 28, 2018: Xoom Energy reached a definitive agreement to be acquired by NRG Energy for $210 million. The acquisition will expand NRG's retail natural gas business and enhances NRG's multi-brand and multi-channel strategy via XOOM's referral-based sales channel. The acquisition is an all-cash transaction, funded with $75 million from excess cash and $135 million debt.
- March 26, 2018: Azure Water reached a definitive agreement to be acquired by Isodiol International for $2.3 million. The acquisition of Azure's water bottling facility will help Isodiol's IsoBev susbisidary increase the value of its beverage portfolio.
- March 23, 2018: American Illuminating Company's parent company reached a definitive agreement for American Illuminating to be acquired by AOTS 42 for an undisclosed amount. The acquisition will enable the acquirer to expand its electricity distribution capabilities in the states of Illinios and Connecticut.
- March 23, 2018: Klamath Hills Geothermal was acquired by Kalina Power for an undisclosed amount.
- March 22, 2018: H.P. Technologies was acquired by Innovest Global for an undisclosed amount.
- March 21, 2018: Longfellow Nemaha reached a definitive agreement to be acquired by SK E&P America, a subsidiary of SK Innovation, for an undisclosed amount. This transaction leverages SK's operational expertise in the region and represents a significant step towards realizing SK's vision of being a top-tier operator in U.S. Lower 48 Mid-Continent region and potentially beyond.
- March 20, 2018: Selective Adsorption Lithium was acquired by International Battery Metals for an undisclosed amount. This acquisition is a strategic step for International Battery Metals' extraction technology and system development in the United States and in other countries where the technology may be deployed.
- March 19, 2018: Fifth Creek Energy was acquired by HighPoint Resources for approximately $595 million. The strategic business combination will result in the creation of an exploitation and production company, HighPoint Resources, exclusively focused on oil-weighted rural areas in the Denver-Julesburg (DJ) Basin. The combination will enable HighPoint Resources to develop a combined acreage position of around 151,100 net acres and an inventory of 2,865 future drilling locations, a majority of which have the potential for extended reach lateral (XRL) development.
- March 16, 2018: XON Energy Resources was acquired by Walker Lane Minerals for an undisclosed amount.

*Sources: Pitchbook

Upcoming Events

NECEC Emerging Trends Series: Solar + Storage

Marine Renewable Energy Conference – UMass

May 1, 2018
Boston, MA & New York, NY
More Info »

Annual NEWIEE Awards Gala
May 1, 2018
Boston, MA
More Info »

Solar Summit 2018 – Greentech Media
May 1 – 2, 2018
San Diego, CA
More Info »

NREL Industry Growth Forum
May 3 – 4, 2018
Denver, CO
More Info »

AWEA WINDPOWER 2018
May 7 – 10, 2018
Chicago, IL
More Info »

Smart Cities New York
May 8 – 10, 2018
New York, NY
More Info »

Greentown Labs Grand Opening + Demo Day
May 9, 2018
Somerville, MA
More Info »

Greentown Labs + EarthX E-Capital Summit
May 10, 2018
Somerville, MA
More Info »

NECA Dinner Meeting
May 10, 2018
Cambridge, MA
More Info »

Solar Power Southeast (SEIA and SEPA)
May 15 – 16, 2018
Atlanta, GA
More Info »

6th Annual California Energy Summit – Infocast
May 15 – 17, 2018
Redondo Beach, CA
More Info »

Dartmouth
May 16, 2018
Fall River, MA
More Info »

NECEC Emerging Trends Series: Microgrids – A Model for Innovative Partnerships
May 17, 2018
Boston, MA
More Info »

NECEC Investor and Corporate Partner Readiness
May 17, 2018
Webinar
More Info »

Cyber Security in a Distributed Energy Future: Protecting an Evolving Grid from Digital Attack (AEE)
May 17, 2018
Webinar
More Info »

Winners of BIRD Funding Event
May 17, 2018
Boston, MA
More Info »

GTM Forum: Energy Storage vs. Gas
May 21, 2018
New York, NY
More Info »

2018 Energy Efficiency Finance Forum – ACEEE
May 21 – 22, 2018
Tarrytown, NY
More Info »

Massachusetts Clean Energy Day
May 24, 2018
Boston, MA
More Info »

Building Tech Forum 2018: Net Positive Energy
May 24, 2018
Boston, MA
More Info »

SVOD: Silicon Valley Open Doors
May 30 – 31, 2018
Mountain View, CA
More Info »

Northeast Renewables – Infocast
May 30 – June 1, 2018

Boston, MA
More Info »

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