



John F. Pierce Partner

John focuses his practice on the structuring, development and financing of energy and infrastructure projects. He represents clients in connection with power generation projects fueled by an array of traditional, renewable, and unconventional energy sources. John also works with carbon mitigating credits, offsets and trading structures, the creation of carbon trading protocols and markets, carbon sequestration, other environmental attributes and related market-based means to add value to certain energy projects.

His project counsel includes the development of utility-scale solar projects in the United States, the Caribbean, Southeast Asia, and Northeast Asia, including advising on the development and sale of seawater air conditioning system in Hawaii and the Bahamas, on the procurement and sale of the LNG for sale in China, working with a major Jones Act shipper on LNG procurement and supply for fleets serving Alaska, Hawaii, and Puerto Rico from Washington and Florida, counseling on the procurement of U.S.-originated LNG for consumption in Asia. John has recently advised on the development and financing of wind farms in West Texas, various wind and solar projects elsewhere in Louisiana, Oklahoma and Texas and PV solar projects in Texas, California, Arizona and Washington. He was primary counsel on a 1,000 MW offshore wind farm in Morro Bay, California, a 700+ MW offshore wind farm in Hawaii, similar offshore wind farm projects in Japan, Taiwan, Korea, and the Caribbean, a variety of PV solar and battery storage systems, the development of utility-scale solar thermal for steam injection projects in oil production fields, pump storage projects in California, Hawaii, Montana and Washington, as well as electric vehicle infrastructure and renewable hydrogen production technologies and projects in Texas, California, Washington and Iceland.

John has advised and structured various financings of energy and energy-related projects. Additionally, he has infrastructure project experience where he has counseled on the development of port facilities (bulk and container), airports, toll roads, terminals, refineries and associated pipelines, and industrial zones.

According to *Chambers*, "He is always very thorough, thoughtful and responsive on a wide variety of issues. He is well informed on renewable energy project finance matters too."

He also advises several nonprofits in Southeast Asia working on refugee issues and human rights matters, and acted as counsel to Nobel laureate Daw Aung San Suu Kyi.

Representative Matters

Washington, DC

Phone: 202.739.2835

Fax: 202.739.2895

jpierce@stroock.com

Related Services

- Commodities / Derivatives / Energy
- Commodities Finance & Infrastructure
- Corporate

Education

Harvard Business School, Executive Training Program, 2013

J.D., high honors, University of Washington School of Law, 1993

B.S., *magna cum laude*, San Francisco State University, 1990

- Counsel to offshore wind farm project developers, including offshore wind projects in California, Hawaii, Maine, Massachusetts, South Carolina, Korea, Japan and Taiwan
- Advising on several hydrogen production and fueling efforts, including a commercial production platform using ocean kinetic energy to power vessel-based electrolysis in Washington, using redundant rate energy to produce renewable hydrogen in Washington, and infrastructure-scale fueling stations for fleets and trucks in California (for a major automobile OEM), Oregon and Washington
- Advising major technology company on the origination, structuring, partnering and contracting to create various carbon credit accruing projects and investments in Europe, the U.S., Latin America and Asia. Such credits will be utilized to offset their own emissions, past, present and futures, as well as be shared among subscribing partners in these projects and investments
- Advising various banking institutions on the creation, trading and utilization of Section 45Q tax credits (carbon sequestration), as well as related technology and project developers working with atmospheric capture of carbon dioxide or other gas emissions, the sequestering of the captured carbon dioxide in salt caverns, depleted oil wells and elsewhere
- Counsel to the development of a 2.5mm+ hectare agroforestry projects in Congo and other West African countries that will generate carbon credits that will be sold to fund and expand the projects
- Advisor to Ulupono Initiative and Ohana Holdings (owned by Pierre Omidyar) regarding various renewable energy, agricultural and policy-related investments in Hawaii
- Advisor to Grove Farms (owned by Steve Case) and its various energy projects (algae biomass and woody biomass) in Hawaii
- Advising on development and financing (equity, debt and bonds) of a syn-gas facility in Hawaii that will provide renewable natural gas (RNG) produced from construction waste
- Adviser to Lockheed Martin on large-scale solar energy, ocean energy (OTEC), and biofuels projects
- Advising on the development of biomass and municipal solid waste (MSW) qualification and power generation projects in Hawaii
- Advising a biopharmaceutical start-up on the procurement of a Defense Production Act (DPA) authorized Development Finance Corporation (DFC; formerly OPIC) concessionary loan
- Counsel to UTS Bioenergy on the development and financing (California Pollution Control Bonds, Investment Tax Credit and SGIP) of a portfolio of four wastewater methane to power projects
- Advised on the construction of a LNG terminal and pipeline facilities in Yemen for Total
- Advised Total regarding the development of an oil pipeline and refining complex in Vietnam (never completed)
- Represented contractors in respect of certain EPC agreements for the development of an Indian oil refining complex, including pipelines

- Represented Caltex regarding the restructuring of the project financing of the Star Refinery complex in Thailand
- Advised Caltex regarding certain offshore production jacket manufacturing contracts
- Advised various biofuels companies (ethanol, biodiesel, biobutanol, algae, DME) with respect to more than a dozen plants on both sides of the transactions, including the largest biodiesel facilities in the U.S.
- Advised ItalThai regarding various construction-related agreements for the Don Muang Tollway project on behalf of Dywidag/GTM Consortium in Thailand, as well as the construction-related and financing related agreements for the construction of the Mandalay International Airport
- Represented Indochina Goldfields with Marubeni as contractor providing construction and financing of the Monywa, Myanmar, and later the Turquoise Hill, Mongolia copper and gold mining projects
- Represented a Korean consortium with regard to privatization and rehabilitation of the Ulanbaatur district heating system
- Advised several contractors relating to the Hopewell Sky Train project in Bangkok, Thailand
- Geothermal projects: Unocal - Cavite, Philippines project; Salak and Wiyang Windu, Indonesia projects; U.S. Geothermal project, Idaho; Calpine - repowering projects in Geysers area, California; Simbol
- Materials relating to lithium extraction from brine; various drilling and field services agreements for Magma Geothermal, Sierra Geothermal, AltaRock, Raser, United Technologies - more than 1,500 MWs
- Represented various wind farm developers in relation to construction-related agreements for enXco (now EDF EN), MidAmerican, PPM, PacificCorp (now Iberdrola), FPL, SeaWest, Brookfield (Canada), RES, and others - more than 3,400 MWs, including Shiloh I and II, Walnut Wind, Goodnoe Hills, Lost Lake, Fenton, Chandler, Spearville, Hawi, Wall Lake, Oasis, Alta Mesa, Chanarambie, and Viking, among others
- Acted as counsel to the Unocal/Total consortium regarding the Yadana transnational gas pipeline from Myanmar to Thailand and associated facilities worth \$1.6 bb
- Acted as counsel to Texaco regarding the Yetagun transnational gas pipeline from Myanmar to Thailand and associated facilities - \$1.4 bb
- Advised Unocal in relation to a gas pipeline from Bangladesh to Bengal State, India (not completed)
- Represented various prominent cement manufacturers, including Lafarge, Holderbank, and Marine Cement with respect to investments in and development of cement plants in Vietnam, Bangladesh, Thailand, and Myanmar
- Assisted in the development of gas-fired or diesel power plants - for Enron in Africa and the Philippines; Tenaga in Malaysia; VietPower in Vietnam; EGAT in Thailand and Cambodia; BP's 750 MW cogeneration plant in Cherry Point, Washington
- Advised on the development of various biomass-fired power plants ranging in size from 10 to 210 MWs in the U.S., Canada and Southeast Asia

- Advised on numerous wind energy conversion projects, including turbine supply agreements, warranty agreements, and operation and maintenance agreements, as well as related project finance documentation
- Advised on and prepared various production-sharing contracts and related documentation, including joint operating agreements, transportation, agreements and related bid documentation, and EPC agreements
- Counsel to Thai energy company in relation to a regional energy generation plant and related transmission system in Cambodia
- Advised a U.S. energy major on the acquisition of defaulting a 220 MW geothermal power project in Indonesia, valued at \$450 million, including the drafting of the principal transactional documentation such as the term sheet, loan documentation, master agreement, indemnities, and guarantees. Participated in the negotiations with lenders
- Acting for a U.S. oil and gas major in respect of its construction of an offshore/onshore natural gas pipeline in Myanmar, as well as matters regarding the possible construction of a power plant and other offtake activities
- Advised a U.S. energy major in Vietnam regarding several offshore production sharing contracts
- Counsel to a U.S. energy major in relation to its negotiations with the Thai petroleum monopoly regarding a certain refinery joint venture investment in Thailand and related transactional issues arising from credit and insolvency issues between these parties and the project company
- Counsel to a multinational corporation in relation to its joint venture development of a potash mining project in Indochina, including the preparation of the term sheet, joint venture agreement, and related documentation
- Advised a U.S. energy company regarding a joint venture greenfield biomass fuel power project in the Philippines, with an investment value of \$130 million, including the preparation of the joint venture documentation, certain financing documentation, and related documents and instrument.
- Acted as the principal in-country legal counsel to two oil company consortiums, led by U.S. and European majors, concerning all aspects of the building of onshore and offshore natural gas pipelines to Thailand, with total investment of more than \$600 million
- Advised on the sale, valued at more than \$350 million, of a holding company's interests in a certain oil and gas consortium and the possible tax consequences thereof, including negotiating with the Myanmar oil and gas and tax authorities, which attempted to impose a capital gains tax on such a sale
- Counsel to various energy concerns regarding their proposed investments in Independent Power Producer (IPP) projects in Asia, including the preparation of the base documentation, the negotiation of the same with counterparts, including negotiations for the gas supply and the power purchase agreements and concessions

- Participated in the organization of a \$1.5 bb American-Saudi joint venture to build a world-class petrochemicals facility to produce Benzene and Cyclohexane, including project finance documentation, the relevant documentation, and negotiations with several Saudi Arabian government ministries
- Represented developer of the large-scale chilled seawater HVAC system for Baha Mar development in New Providence, the Bahamas
- Represented contractor consortium with respect to the rebuilding of the port and airport of Aden, Yemen
- Advised on the Jebel Ali Free Port, in particular contracts on portions of port project (equipment supply, bulk terminal)
- Advised CP Ports regarding contracts for construction of container and bulk terminals in Myanmar
- Advised Hutchison Ports regarding contracts for construction of container facilities in Myanmar
- Acted as counsel to a large industrial zone development project, a joint project of the Myanmar and Singapore governments, to build an integrated industrial zone near Yangon, Myanmar. This zone, which is more than 440 hectares in size, included its own port facilities, road grid and rail access links, water and waste infrastructure, and other infrastructure developments. The project involved drafting and advising on the zone concessions and related port concession agreements, related land leases, heads of agreement, the joint venture agreement, the financing agreements, and related security documentation, as well as the EPC agreements and investment approval related documentation
- Acted as principal legal counsel to a major European cement and building materials concern regarding its negotiations and participation in a \$150 million cement production joint venture
- Counsel to a major European cement producer with respect to its investment in the first bulk cement terminal in Myanmar and related distribution system, including lease agreements, commercial agreements, and the acquisition of investment incentives and guarantees from the Myanmar government
- Advised on the largest greenfield industrial estate and related port facility in Myanmar, including substantial negotiations with the Myanmar government and investors therein, and prepared documentation including various opinions, lease agreements, and commercial agreements
- Advised a prominent Japanese trading house in regards to drafting a proposed export processing zone law for use in Myanmar. This draft law was submitted by this company to the Myanmar government in the hopes that it would be enacted and thus benefit its industrial park developments
- Advised on the establishment of representative offices for foreign banks, joint venture banks between foreign financial institutions, and domestic banks, as well as the representative offices of foreign insurance companies and joint venture insurance companies
- Advised Air France on its attempted purchase of Myanmar Airways; the International European Commission rejected transaction

- Advised aircraft manufacturers and leasing companies regarding the sale and/or lease of commercial/passenger aircraft in the Middle East and Asia. Clients have included Boeing, ATR, Bombardier, GE Leasing, Heli-Union and Canadian Helicopter
- Advised airlines on various commercial matters including wet/dry leases, cooperation on joint venture agreements and service agreements. Clients include Air France and various small-to-medium Asian couriers
- Advising consortium of international telecommunications companies in bidding for mobile telecommunications licenses in Myanmar
- Acting as international legal counsel to Teledesic LLC (a low earth orbit (LEO) telecommunications system), which subsequently acquired ICO out of bankruptcy, in regards to various commercial agreements and regulatory obligations in Northeast and Southeast Asia, including China, Vietnam, Cambodia, Myanmar, Korea (North and South), and Mongolia, among others
- Advising the New Iridium Satellite communications system in respect of regulatory, commercial, and licensing matters in Southeast Asia and Northeast Asia
- Acted for InterDigital Communications in regards to a joint venture investment in a \$250 million telecommunications production facility in Asia and in related commercial supply agreements, as well as advising on the project financing of this project
- Acted as foreign legal counsel to Daw Aung San Suu Kyi, the democratic opposition leader in Myanmar, and is involved (with his wife) with Myanmar community groups in the United States
- Adviser to the U.S. State Department and Department of Commerce regarding Myanmar, its legal system and law reform, recent political history, energy (particularly oil and gas) developments
- Advised various international banks regarding the establishment of branch office correspondent banking relationships in Myanmar
- Advised Coca-Cola on its investment in a new bottling plant in Myanmar, including U.S. economic sanctions issues, real estate, investment and its joint venture partner
- Advising Boeing on aviation-related issues in Myanmar

Honors & Awards

- Ranked by *Chambers USA*, America's Leading Energy & Natural Resource Lawyers, 2021, 2022
- Recommended by *The Legal 500: Industry Focus: Environmental – transactional and regulatory*, 2015

Memberships

- University of Washington School of Law, International Transactions and Practice, Lecturer, 2006 – present
- Member, University of Washington School of Law, Board of Directors of the Global Business Law Institute, 2018 - present
- Member, San Francisco Economic Roundtable, 2019 - present
- American Wind Energy Association

- Geothermal Energy Association/Geothermal Resources Council
- Washington State Bar Association
- Oregon State Bar Association
- Member, E8, 2016 - present
- Member, Oregon State Bar House of Delegates, 2015 - present
- Co-Founder, Chair Algae Biomass Organization, 2007; 2011 - 2013
- Founder, Co-Chair, The Pacific Northwest CleanTech Open, 2008 - 2011
- Member, Review Committee Biomass Risk Rating Review Committee (review of biomass-related risk factors and generate a related rating system for use by capital market participants), 2019
- Member, University Rotary Club, 2020
- Board Member, King County Boys and Girls Club, 2003 - 2007

Speeches & Events

- Speaker and Moderator, "Green Hydrogen Technologies and Projects," March 2022
- Speaker, "Biomass Feedstocks and SAF Production," BBI International, March 2022
- Speaker, "Exploring the Viability of Sustainable Aviation Fuel Production from Biomass II," 15th Annual International Biomass Conference and Expo, March 16, 2022
- Speaker, "Hydrogen Generation and Technology," Energy Bar Association, April 1, 2021
- Speaker, "Social Impact Investing in Forest Lands," World Forestry Center, October 14, 2020
- Speaker, "Woody Biomass to Hydrocarbons Biofuels Production and Elates Economics," International Biomass Conference, March 2019
- Speaker, "Offshore Wind Project Structuring and Financing," Global Offshore Wind Summit, March 2019
- Speaker, "Energy Storage," Hawaii Power Summit, January 2019
- Speaker, "Energy Leadership Summit 2018 Expands the NW Sustainability Dialog," Energy Leadership Summit, October 30, 2018
- Speaker, "The Future of Offshore Energy (Part 1)," VERGE Hawaii, June 13, 2018
- Speaker, "7th Bio-Based Chemicals: Commercialization & Partnering," GTCbio, July 2016
- Speaker, "VERGE Hawaii Asia Pacific Clean Energy Summit," Green Biz Group, June 2016
- Speaker, "Global Pellet Market Outlook Summit," BBI International, April 2016
- Speaker, "Maui Energy Conference & Exhibition," Hawaii Department of Economic Development & Tourism, March 2016
- Speaker, "7th Annual Bio-Based & Sustainable Products Summit," Information Forecast, January 2016

- Speaker, “Rising Tides: Climate Change and the Economic and Business Impact on Hawaii,” The Seminar Group, November 6, 2015
- Speaker, “APEC Workshop on Public-Private Partnership for Wild Energy Development,” APEC, September 2015
- Speaker, “Asia Pacific Resilience Innovation Summits & Expo,” TechConnect, August 2015
- Speaker, “U.S. Solar Market Insight Conference,” Greentech Media, December 2014
- Speaker, “Petroleum Law Regulations Workshop,” U.S. Department of Commerce, November 12, 2014

Publications

- Co-author, “The Inflation Reduction Act of 2022 – IRS Request for Comments and DOE Draft Guidance Regarding a Clean Hydrogen Production Standard,” *Stroock Client Alert*, October 24, 2022
- Co-author, “The Inflation Reduction Act of 2022: Summary of Energy and Climate Provisions,” *Pratt’s Energy Law Report*, Vol. 22-9, October 2022
- Co-author, “Tax Credit Incentives for Carbon Sequestration: Potentially the Most Impactful U.S. Policy to Battle Climate Change,” *Bloomberg Tax*, May 3, 2021

Admitted To Practice*

Washington

Oregon

*Admitted to practice only in Washington. Not admitted in D.C. Practicing under the supervision of a member of the District of Columbia Bar.