

From: [Hampton Dellinger](#)
To: [Thomas Beers](#)
Cc: [Brian Herndon \(bherndon@stratasolar.com\)](#); [Kevin Greene](#)
Subject: RE: suggested time for a call
Date: Monday, June 24, 2019 2:08:19 PM

And Brian and I will be together so we'll plan to call you at 910-489-1458 unless you prefer we use another #.

From: Hampton Dellinger
Sent: Monday, June 24, 2019 10:02 AM
To: Thomas Beers
Cc: Brian Herndon (bherndon@stratasolar.com); Kevin Greene
Subject: RE: suggested time for a call

Yes. Thanks

Sent by Boxer

On June 24, 2019 at 9:25:59 AM EDT, Thomas Beers <tbeers@eagleintelservices.com> wrote:

Are we on for call today at 3:00PM?

Thomas Beers
Eagle Intel Services LLC
910-489-1458



From: Hampton Dellinger <hdellinger@bsfllp.com>
Sent: Tuesday, June 18, 2019 1:14 PM
To: Thomas Beers <tbeers@eagleintelservices.com>
Cc: Brian Herndon (bherndon@stratasolar.com) <bherndon@stratasolar.com>; Kevin Greene <kgreene@eagleintelservices.com>
Subject: RE: suggested time for a call

Tom and Kevin, following up on our call yesterday, Brian and I are both available to speak with you again this Monday, June 24th. Would a call at 3 PM work for you? If so, I'll circulate a calendar invite and conference call in number (as Brian and I may be in different locations).

Regards, Hamp

From: Hampton Dellinger
Sent: Thursday, June 13, 2019 11:30 AM
To: 'Thomas Beers'
Cc: Brian Herndon (bherndon@stratasolar.com); Kevin Greene
Subject: RE: suggested time for a call

Tom, I wanted to acknowledge receipt of your email. (Sorry for delay; I've been travelling.) Kevin, nice to meet virtually. Question for the Monday call – will the two of you be together and, if so, should Brian and I call your cell number, Tom, or is there a landline number you'd like us to call? If you will not be together, would you like me to circulate a conference call number?

Regards, Hamp

From: Thomas Beers [mailto:tbeers@eagleintelservices.com]
Sent: Wednesday, June 12, 2019 11:38 AM
To: Hampton Dellinger
Cc: Brian Herndon (bherndon@stratasolar.com); Kevin Greene
Subject: RE: suggested time for a call

Hamp,
While we are making interview requests, we would also like to speak with Markus Wilhelm. We can discuss this on Monday. My business partner, Kevin Greene, will also participate in the call.

Thanks,

Tom

Thomas Beers
Eagle Intel Services LLC
910-489-1458



From: Hampton Dellinger <hdellinger@bsflp.com>
Sent: Wednesday, June 12, 2019 12:36 AM
To: Thomas Beers <tbeers@eagleintelservices.com>
Cc: Brian Herndon (bherndon@stratasolar.com) <bherndon@stratasolar.com>
Subject: suggested time for a call

Tom, I'm glad we connected by text today. As promised, I'm joining the two of us with Brian Herndon, General Counsel of Strata Solar. Brian and I are both available this coming Monday afternoon if that works for you. Could we call you up at 4 pm EST?

Regards and thanks, Hamp

Hampton Dellinger
Partner

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From: [Thomas Beers](#)
To: [Hampton Dellinger](#)
Cc: [Kevin Greene](#); [Brian Herndon \(bherndon@stratasolar.com\)](mailto:bherndon@stratasolar.com)
Subject: Additional Information
Date: Tuesday, June 25, 2019 12:26:00 PM
Attachments: [Email from Wilhelm to Gov Cooper.pdf](#)
[10046.pdf](#)

Hampton,

As we discussed yesterday, below is a list of names that may appear on Solar Projects relating to the Cooper Family. Also, attached is a transcript of an email from Markus Wilhelm to Governor Cooper. We believe this email was sent in late August, 2017. We would like the original email showing the body, date and time sent. We would also like to have information relating to any other communications to the Governor relating to the Solar Industry. Attached is a memo from Jeremy Tarr to Kristy Jones relating to a phone call between Wilhelm and Governor Cooper. We would like to speak to Mr. Wilhelm about this discussion.

Names that may be associated with solar projects relating to the Cooper Family

- Will Clark Properties LLC
- Sapony Creek Properties LLC
- Roy A. Cooper, III
- Kristin B. Cooper
- Pell C. Cooper
- Meredith G. Cooper

Please let me know if you have questions or need more information.

Thanks,

Tom

Thomas Beers
Eagle Intel Services LLC
910-489-1458



Thomas Beers

From: Hampton Dellinger <hdellinger@bsfllp.com>
Sent: Thursday, September 05, 2019 1:06 PM
To: Thomas Beers
Subject: Strata Solar

Thomas, thank you for acknowledging receipt of Strata Solar's statement. The company has responded to all of your requests by providing you the written statement of facts you have now received coupled with the information conveyed by me and General Counsel Brian Herndon in our several phone calls with you. And, as Brian and I have conveyed to you previously, the company has no reason to believe that the text you already have in hand reflecting a two year old communication is inaccurate.

Regards, Hampton

Hampton Dellinger

Partner

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Thomas Beers

From: Hampton Dellinger <hdellinger@bsfllp.com>
Sent: Friday, August 30, 2019 3:59 PM
To: Thomas Beers
Subject: Strata Solar
Attachments: Strata Solar Ltr to Mr. Beers.pdf

On behalf of Strata Solar, I write to transmit the attached cover letter and statement. If you will confirm receipt, I would appreciate it.

Regards, Hampton

Hampton Dellinger
Partner

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August 30, 2019

Via Electronic and First Class Mail

North Carolina General Assembly, Subcommittee on the Atlantic Coast Pipeline
c/o Mr. Thomas Beers, Eagle Intel Services LLC
1121-C Military Cutoff Road
Wilmington, NC 28405

Dear Mr. Beers:

I write on behalf of Strata Solar to confirm facts the company has given you already through oral communications, to provide additional information, and to suggest areas for future legislative activity that would be productive. Answers to a range of specific questions are provided in the accompanying STATEMENT OF FACTS FROM STRATA SOLAR but I think it important to highlight certain key facts right at the outset through this cover letter.

First, two members of the General Assembly have suggested that the financial terms of a routine land lease between, reportedly, the family of North Carolina's Governor and Strata Solar signed in January 2013 could have been impacted by decisions related to the proposed Atlantic Coast Pipeline made years *later*. (See Letter from Senator Harry Brown and Senator Paul Newton to Governor Roy Cooper dated September 7, 2018.) Such a suggestion is illogical and has no basis in fact. Once the 20 year lease was entered into in 2013 no subsequent governmental action could alter it. The lease is one of hundreds that Strata Solar has entered into and its provisions are standard.

Second, a state Senator and a state House member have described the Governor and Strata Solar as "business partners". (See Letter from Senator Brown and Representative Dean Arp to Governor Cooper dated January 23, 2019.) This description is false. It is akin to suggesting a person who signs a car lease is a "business partner" with the owner of the dealership. In North Carolina, a partnership only exists between co-owners of a business for profit. No such partnership exists between the Governor and Strata Solar. The Governor has no ownership interest -- none -- in Strata Solar. And the Governor has no claim to any Strata Solar profits. The same is true for the Governor's family. There are only two owners of Strata Solar: Cathy and Markus Wilhelm. The Wilhelms founded the company together and are proud that it provides high-paying, rewarding work for so many North Carolinians as employees or contractors.

Third, there appears to be a misunderstanding about why and how a 2018 settlement agreement entered into by Duke Energy, the solar industry, *and* the North Carolina Utilities Commission's Public Staff came about and what it has meant for clean energy producers. The agreement was a compromise on the part of Strata Solar and numerous other solar companies who believed that Duke Energy was failing to fulfill its legal obligations under legislation enacted in 2017 known as House Bill 589. As the agreement was being negotiated, leaders across the solar industry were trying to bring their views on Duke Energy's legal shortcomings to the attention of not just the Governor but to *every* relevant public official regardless of political party or governmental branch. Communications between government officials and stakeholders in a major public policy dispute are entirely appropriate. Ultimately, after a period of negotiations, the final settlement resulted in *fewer* projects going forward than the solar industry wanted.

Now that the factual misunderstandings have been addressed, it is Strata Solar's hope that General Assembly members will focus on ways to assist rate-paying consumers as well as North Carolina's clean energy economy. Solar farms and other renewable projects offer a tremendous environmental and business opportunity for our state and nation. But the solar industry faces serious challenges as it seeks to provide clean energy and good jobs. State officials can offer important leadership by, among other action items, reviewing whether Duke Energy has fulfilled the promises it made in the 2018 settlement agreement. Strata Solar looks forward to working with members of the General Assembly in productive ways to maintain and enhance North Carolina's commitment to clean energy.

Sincerely,



Hampton Dellinger

Enclosure: STATEMENT OF FACTS FROM STRATA SOLAR

STATEMENT OF FACTS FROM STRATA SOLAR

Strata Solar has hundreds of routine lease agreements with property owners. Strata Solar has been entering into ground lease agreements at a steady rate throughout this decade. As of 2019, the company has entered into *hundreds* of individual agreements with property owners. The lease agreements typically are similar substantively and contain a number of standard “boilerplate” provisions. A number of the leases are between Strata Solar as the tenant and a business entity as the landlord.

One of the routine lease agreements, signed in 2013, is with Will Clark Properties. In 2013, Strata Solar entered into a routine ground lease agreement with Will Clark Properties, LLC, a business entity. The lease covered land in Nashville, North Carolina. Strata Solar is aware of media reports identifying Will Clark Properties as having an association with one or more members of a family that includes the Governor.

The Will Clark lease was signed by Markus Wilhelm on behalf of Strata Solar, the tenant. Because Strata Solar has only two owners, Markus and Cathy Wilhelm, one of them typically signs every lease on the company’s behalf. Mr. Wilhelm’s name and signature should appear on most of the hundreds of ground leases Strata Solar has entered into.

The lease agreement with Will Clark Properties included standard non-financial provisions comparable to those in agreements with other land holders. Strata Solar’s ground lease agreements contain direct financial terms such as dollar amount paid per acre as well as other provisions such as length of the lease and termination rights. The non-financial terms in the Will Clark lease are standard and comparable to those in other ground leases.

The financial terms in the Will Clark lease are also standard and comparable to those in other leases. The financial provisions in the Will Clark lease are standard and comparable to those in other ground leases entered into between Strata Solar and other property holders.

Once a lease is agreed to, no future governmental action can alter its terms. Strata Solar’s ground lease agreements are binding legal documents that fix terms for the entire lease period. Strata Solar has not and would not alter any term of any lease based on any act by any government official. So, once the Will Clark lease was entered into in January 2013, its terms were fixed until 2034. Any decision about whether to exercise the extension provision in the lease, or any Strata Solar lease, will not be made until years from now (in the 2030s).

The terms of the 2013 lease were not and could not have been altered by the solar industry's settlement with Duke Energy in 2018. As the facts above should indicate, the settlement agreement entered into in January 2018 by multiple parties including Duke Energy, the Public Staff of the North Carolina Utilities Commission, the North Carolina Clean Energy Business Alliance, along with Strata Solar and nearly twenty other solar companies had no effect on the terms of the Will Clark lease signed in 2013. Conversely, the failure to reach an agreement would have had no effect on the Will Clark lease. In short, the outcome of the multi-party (Duke Energy, clean energy companies, Public Staff) negotiations arising out of a dispute over the implementation of House Bill 589 was completely and absolutely irrelevant to the Will Clark lease provisions and payments. This would be true regardless of whether or not the facility resulting from Will Clark lease agreement was one of the projects "grandfathered" pursuant to the 2018 settlement. And, as it turns out, the Will Clark lease was NOT one of the "grandfathered" projects nor could it have been. The 2018 settlement only applied to projects that had not already been constructed and were not already operating. The facility in use pursuant to the Will Clark lease completed construction and began operating several years *prior* to 2018.

Outreach by Strata Solar to North Carolina officials in 2017-2018 had nothing to do with the Will Clark lease and nothing to do with the Atlantic Coast Pipeline. During the course of 2017 and 2018, senior executives with Strata Solar such as Markus Wilhelm and Brian O'Hara sought to communicate with a range of North Carolina governmental leaders to discuss public policies affecting the company and the clean energy industry generally. (Both Mr. Wilhelm and Mr. O'Hara have participated in the North Carolina Clean Energy Business Alliance (NCCEBA).) The purpose of the communications from Strata Solar's perspective was to inform public officials about the ways in which company leaders believed Duke Energy was disobeying North Carolina law, particularly the legal framework set out in HB 589. Mr. Wilhelm's message to both the Governor's office and the Speaker's office, as well as to others, was that Duke Energy's actions were having a negative effect on the clean energy industry as a whole and were inconsistent with a law enacted by the General Assembly and signed by the Governor.

Mr. O'Hara similarly was seeking to speak with government officials or their staff during this period (2017-2018) about the Duke Energy-solar industry dispute and ways to resolve it. Neither Mr. Wilhelm nor Mr. O'Hara raised the Atlantic Coast Pipeline permitting issue in communications with the Governor's office, the Speaker's office, or with others. And there was no discussion of the Will Clark lease which, as noted above, was wholly irrelevant to the Duke Energy dispute.

The Governor is not a business partner of Strata Solar. In North Carolina, a partnership exists between “co-owners of a business for profit.” (North Carolina Uniform Partnership Act, North Carolina General Statute 59-36). None of the hundreds of land owners in lease agreements with Strata Solar are co-owners or business partners with Strata Solar. So, to be clear, no business partnership exists between the Governor and Strata Solar. The Governor has no ownership interest -- zero -- in Strata Solar. And the Governor has no claim to any Strata Solar profits. The same is true for the Governor’s family. No member of the Governor’s family is a business partner of Strata Solar. The only owners of Strata Solar are Cathy and Markus Wilhelm. In addition, no business entity in which the Governor or a family member might be involved with, such as Will Clark Properties LLC, has any co-ownership relationship with Strata Solar. And Will Clark Properties has no claim to any Strata Solar profits. Put another way, Strata Solar’s relationship with land owners such as Will Clark is like that of a band booking a venue for a performance or a driver renting a car. A lease agreement between two entities does not make them business partners as a matter of North Carolina law and common sense.

#

From: [Thomas Beers](#)
To: [Hampton Dellinger](#)
Cc: [Kevin Greene](#)
Subject: RE: Strata Solar
Date: Friday, September 06, 2019 2:43:00 PM

Hampton,

Thanks again for providing "[Strata Solar's statement](#)".

As we have discussed, we (Eagle Intel Services) have been contracted to conduct an independent investigation. As such, we are attempting to gather all facts from all relevant sources. We consider Mr. Wilhelm and Mr. O'Hara of Strata Solar to be relevant sources and would like to obtain as much information directly from them through interviews. In our prior conversations with you and Mr. Herndon, we have described the information we are looking to obtain. The facts listed in your statement do not provide this information. We maintain our request to interview Mr. Wilhelm and Mr. O'Hara. We are available to discuss the logistics and any other concerns relating to this request.

Separately, regarding the text of an email from Markus Wilhelm to Governor Cooper, we accept your written statement that "[the company has no reason to believe that the text you already have in hand reflecting a two year old communication is inaccurate.](#)" However, as previously discussed during our conversations, no date, time or sending/receiving addresses are associated with this transcript. We maintain our request for a copy of the original email showing the entire body, date, time, and all address information.

As you may recall, in our conversations and in an email dated 6/25/19, we also requested information relating to any other communications to the Governor relating to the Solar industry. We reiterate this request as well.

Please respond to these specific requests at your earliest convenience.

Thanks

Thomas Beers
Eagle Intel Services LLC
910-489-1458



From: Hampton Dellinger <hdellinger@bsfllp.com>
Sent: Thursday, September 05, 2019 1:06 PM
To: Thomas Beers <tbeers@eagleintelservices.com>

Subject: Strata Solar

Thomas, thank you for acknowledging receipt of Strata Solar's statement. The company has responded to all of your requests by providing you the written statement of facts you have now received coupled with the information conveyed by me and General Counsel Brian Herndon in our several phone calls with you. And, as Brian and I have conveyed to you previously, the company has no reason to believe that the text you already have in hand reflecting a two year old communication is inaccurate.

Regards, Hampton

Hampton Dellinger

Partner

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