# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION
**Washington, D.C. 20549**

# FORM 8-K

**CURRENT REPORT**
**Pursuant to Section 13 or Section 15(d)**
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 2, 2021**

# ARCLIGHT CLEAN TRANSITION CORP. II
**(Exact name of registrant as specified in its charter)**

| Cayman Islands | 001-40272 | 98-1578357 |
|---|---|---|
| (State or other jurisdiction of incorporation or organization) | (Commission File Number) | (IRS Employer Identification Number) |

**200 Clarendon Street, 55th Floor**
**Boston, MA, 02116**
**(Address of principal executive offices)**

**(617) 531-6300**
**Registrant's telephone number, including area code**

**Not Applicable**
**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation to the registrant under any of the following provisions:

☒ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|---|---|
| **Units, each consisting of one Class A Ordinary Share, $0.0001 par value, and one-half of one redeemable warrant** | **ACTDU** | **The Nasdaq Stock Market LLC** |
| **Class A Ordinary Shares included as part of the units** | **ACTD** | **The Nasdaq Stock Market LLC** |
| **Redeemable warrants included as part of the units, each whole warrant exercisable for one Class A Ordinary Share at an exercise price of $11.50** | **ACTDW** | **The Nasdaq Stock Market LLC** |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

**Item 7.01. Regulation FD Disclosure.**

On December 2, 2021, ArcLight Clean Transition Corp. II, an exempted company incorporated in the Cayman Islands ("ArcLight"), Opal HoldCo LLC, a Delaware limited liability company ("Opal HoldCo"), and Opal Fuels LLC, a Delaware limited liability company ("Opal"), entered into a Business Combination Agreement (as it may be amended, supplemented or otherwise modified from time to time, the "Business Combination Agreement").

The Business Combination Agreement and the transactions contemplated thereby were unanimously approved by the boards of directors of each of Opal and ArcLight and also approved by Opal Holdco. The Business Combination Agreement provides for, among other things, the following transactions: (i) each outstanding Class B ordinary share of ArcLight will become one Class A ordinary share of ArcLight; (ii) ArcLight will change the jurisdiction of its incorporation by deregistering as an exempted company in the Cayman Islands and domesticating to, and continuing as a corporation incorporated under the laws of, the State of Delaware (the "Domestication") and, in connection with the Domestication, (A) ArcLight's name will be changed to "Opal Fuels Inc." ("New Opal"), (B) each outstanding Class A ordinary share of ArcLight will become one share of Class A Common Stock of New Opal (the "Opal Common Stock"), (C) each outstanding warrant to purchase one Class A ordinary share of ArcLight will become a warrant to purchase one share of Opal Common Stock and (D) New Opal will file its certificate of incorporation and adopt bylaws to serve as its governing documents in connection with the Domestication; and (iii) (A) Opal will cause its existing limited liability company agreement to be amended and restated, (B) Opal will cause all of its limited liability company interests existing immediately prior to the closing of the transactions contemplated by the Business Combination Agreement (the "Closing") to be re-classified into a number of common units ("Units") equal to a number of Units based on a pre-transaction equity value for Opal of an amount equal to $1,501,870,000, less all principal and accrued interest outstanding pursuant to that certain Convertible Promissory Note, dated as of May 1, 2021, as amended from time to time, as of immediately after the Closing, (C) ArcLight will contribute the (x) the amount of cash in the trust account established by ArcLight with the proceeds from its initial public offering (the "Trust Account") as of immediately prior to the Closing (and before, for the avoidance of doubt, giving effect to the exercise of redemption rights by any ArcLight shareholders (the "ACT Share Redemptions")), minus (y) the aggregate amount of cash required to fund the ACT Share Redemptions and any other obligations to be funded from the Trust Account, plus (z) the aggregate cash proceeds actually received in respect of the proposed sale by ArcLight, on the date of the Closing, of an aggregate of 12,500,000 shares of ArcLight common stock for a purchase price of $10.00 per share, for aggregate gross proceeds of $125,000,000 to Opal in exchange for a number of units equal to the then outstanding shares of Opal Common Stock and (E) New Opal will issue to the Company, and the Company will in turn distribute to Opal HoldCo, Hillman RNG Investments, LLC and ARCC Beacon LLC a number of Class B Shares, par value $0.0001 per share of New Opal (the "Class B Shares"), and Class D Shares, par value $0.0001 per share of New Opal (the "Class D Shares") (neither of which will have any economic value but will entitle the holder thereof to one vote per share or five votes per share, as applicable), equal to the number of Units held by each of Opal HoldCo, Hillman RNG Investments, LLC and ARCC Beacon LLC. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Attached as Exhibit 99.2 to this Current Report on Form 8-K and incorporated herein by reference is the form of presentation to be used by ArcLight in presentations for certain of ArcLight's stockholders and other persons regarding the Business Combination Agreement. Attached as Exhibit 99.3 and incorporated by reference herein is the transcript of an investor conference call discussing the proposed business combination that was released on December 2, 2021.

The foregoing exhibits and the information set forth therein shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise be subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act.

**Important Information and Where to Find It**

A full description of the terms of the transaction will be provided in a registration statement on Form S-4 to be filed with the SEC by ArcLight that will include a prospectus with respect to the combined company's securities to be issued in connection with the business combination and a proxy statement with respect to the shareholders meeting of ArcLight to vote on the business combination. **ArcLight urges its investors, shareholders and other**

**interested persons to read, when available, the preliminary proxy statement/prospectus as well as other documents filed with the SEC because these documents will contain important information about ArcLight, Opal and the transaction.** After the registration statement is declared effective, the definitive proxy statement/prospectus to be included in the registration statement will be mailed to shareholders of ArcLight as of a record date to be established for voting on the proposed business combination. Once available, shareholders will also be able to obtain a copy of the S-4, including the proxy statement/prospectus, and other documents filed with the SEC without charge, by directing a request to: ArcLight Clean Transition Corp. II, 200 Clarendon Street, 55th Floor, Boston, Massachusetts 02116. The preliminary and definitive proxy statement/prospectus to be included in the registration statement, once available, can also be obtained, without charge, at the SEC's website (www.sec.gov).

**Participants in the Solicitation**

ArcLight and Opal and their respective directors and officers may be deemed to be participants in the solicitation of proxies from ArcLight's shareholders in connection with the proposed transaction. Information about ArcLight's directors and executive officers and their ownership of ArcLight's securities is set forth in ArcLight's filings with the SEC. To the extent that holdings of ArcLight's securities have changed since the amounts printed in ArcLight's Registration Statement on Form S-1, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC. Additional information regarding the interests of those persons and other persons who may be deemed participants in the proposed transaction may be obtained by reading the proxy statement/consent solicitation statement/prospectus regarding the proposed transaction when it becomes available. You may obtain free copies of these documents as described in the preceding paragraph.

**Forward Looking Statements**

Certain statements included in this Form 8-K may be considered forward-looking statements. Forward-looking statements are statements that are not historical facts and generally relate to future events or ArcLight's or Opal's future financial or other performance metrics. In some cases, you can identify forward-looking statements by terminology such as "believe," "may," "will," "potentially," "estimate," "continue," "anticipate," "intend," "could," "would," "project," "target," "plan," "expect," or the negatives of these terms or variations of them or similar terminology. Such forward-looking statements, including the identification of a target business and a potential business combination or other such transaction are subject to risks and uncertainties, which could cause actual results to differ materially from those expressed or implied by such forward looking statements. New risks and uncertainties may emerge from time to time, and it is not possible to predict all risks and uncertainties. These forward-looking statements are based upon estimates and assumptions that, while considered reasonable by ArcLight and its management, and Opal and its management, as the case may be, are inherently uncertain and subject to material change. Factors that may cause actual results to differ materially from current expectations include, but are not limited to, various factors beyond management's control, including general economic conditions and other risks, uncertainties and factors set forth in the section entitled "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" in ArcLight's final prospectus relating to its initial public offering, dated September 22, 2020, and other filings with the Securities and Exchange Commission (SEC), including the registration statement on Form S-4 to be filed by ArcLight in connection with the proposed business combination, as well as (1) the inability to complete the proposed business combination; (2) the failure to realize the anticipated benefits of the proposed business combination, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth profitably, maintain relationships with customers and suppliers and retain key employees; (3) delays in obtaining, adverse conditions contained in, or the inability to obtain necessary regulatory approvals or complete regulatory reviews required to complete the proposed business combination; (4) the outcome of any legal proceedings that may be instituted in connection with the proposed business combination; the inability to complete the proposed business combination; (5) macroeconomic conditions related to the global COVID-19 pandemic; (6) factors associated with companies, such as Opal, that are engaged in the production and integration of renewable natural gas (RNG), including anticipated trends, growth rates and challenges in those businesses and in the markets in which they operate; (7) the effects of increased competition; (8) contractual arrangements with, and the cooperation of, landfill and livestock waste site owners and operators, on which Opal operates its landfill gas and livestock waste projects that generate electricity and RNG prices for environmental attributes, low carbon fuel standard credits and other incentives; (9) the ability to identify, acquire, develop and operate renewable projects and RNG fueling stations; (10) the amount of redemption requests made by

ArcLight's public shareholders; and (11) the ability of the combined company to issue equity or equity-linked securities or obtain debt financing in connection with the transaction or in the future. Nothing in this Form 8-K should be regarded as a representation by any person that the forward-looking statements set forth herein will be achieved or that any of the contemplated results of such forward-looking statements will be achieved. You should not place undue reliance on forward-looking statements in this Form 8-K, which speak only as of the date they are made and are qualified in their entirety by reference to the cautionary statements herein. Both ArcLight and Opal expressly disclaim any obligations or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in ArcLight's or Opal's expectations with respect thereto or any change in events, conditions or circumstances on which any statement is based.

**Non-Solicitation**

This Form 8-K is not a proxy statement or solicitation of a proxy, consent or authorization with respect to any securities or in respect of the potential transaction and shall not constitute an offer to sell or a solicitation of an offer to buy the securities of ArcLight, Opal or the combined company, nor shall there be any sale of any such securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of the Securities Act.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

| Exhibit No. | Description |
|---|---|
| 99.1 | Press Release, dated December 2, 2021. |
| 99.2 | Investor Presentation. |
| 99.3 | Investor Call Transcript. |
| 104 | Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document |

## SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 2, 2021

**ARCLIGHT CLEAN TRANSITION CORP. II**

| | |
|---|---|
| By: | /s/ John F. Erhard |
| Name: | John F. Erhard |
| Title: | President and Chief Executive Officer |

Exhibit 99.1

**FOR IMMEDIATE RELEASE**

**OPAL Fuels, a Leading Vertically Integrated Producer and Distributor of Renewable Natural Gas, to List on Nasdaq through Combination with ArcLight Clean Transition Corp. II**

- OPAL Fuels LLC has entered into a business combination agreement with ArcLight Clean Transition Corp. II (Nasdaq: ACTD) ("ArcLight") with an enterprise value of $1.75 billion; upon closing, the combined company will be listed on the Nasdaq Exchange under the ticker symbol "OPL".
- OPAL Fuels is a leading vertically integrated producer and distributor of renewable natural gas ("RNG") with a diversified revenue and customer base in 42 states.
- Transaction includes a $125 million fully committed common stock PIPE at $10.00 per share anchored by NextEra Energy, Inc. (NYSE: NEE) ("NextEra Energy"), 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 $100 million 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 $536 million to fund the construction of OPAL Fuels' robust RNG development pipeline.

WHITE PLAINS, N.Y. – (December 2, 2021) – OPAL Fuels LLC ("OPAL Fuels" or the "Company"), a leading vertically integrated producer and distributor of renewable natural gas (RNG), and ArcLight Clean Transition Corp. II (Nasdaq: ACTD) ("ArcLight"), a publicly-traded special purpose acquisition company, announced today a definitive agreement for a business combination that will result in OPAL Fuels becoming a publicly listed company. Upon closing of the transaction, the combined company will be named OPAL Fuels Inc. and remain listed on the Nasdaq Stock Exchange under the new ticker symbol "OPL." The combined company will continue to be led by OPAL Fuels co-CEOs Adam Comora and Jonathan Maurer.

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.

OPAL Fuels, a FORTISTAR portfolio company, is a vertically integrated, waste-to-fuel RNG production and distribution company with a Capture and Conversion upstream business and Dispensing and Monetization downstream business serving the domestic heavy duty transportation sector. Underpinned by gas rights agreements that are typically at least twenty years in length, Capture and Conversion projects produce RNG by capturing methane emissions from landfill sites and dairy farms. The captured methane emissions are purified and treated, turning once harmful emissions into a source of clean, renewable energy, reducing the harmful long-term effects of methane and carbon emissions. This flips a substantial cost – managing dairy waste and landfill gas – into significant revenue streams for dairy farms and landfills. OPAL Fuels' Dispensing and Monetization operations help deliver this clean, reliable and renewable fuel to heavy duty trucking fleets through OPAL Fuels' national network of fueling stations, which spans 42 states and is typically backed by fueling agreements averaging ten years in duration.

OPAL Fuels is also positioned for a future that includes the commercialization of emerging technologies, including renewable hydrogen, through existing partnerships with key industry participants. The company is well placed to be an enabler of renewable hydrogen that uses RNG in its production and to develop, construct, and operate heavy duty hydrogen fueling station networks.

OPAL Fuels has a proven business model, tracing its roots back to 1998, and is expected to generate nearly $170 million in revenues in 2021. The company's vertically integrated model benefits its margin profile and positions the company well to capture share in a fragmented industry that is characterized by smaller, non-vertically integrated upstream and downstream participants.

Today, OPAL Fuels operates 21 biomethane projects, of which three are in RNG service and the balance are in renewable power service. Increasing secular tailwinds, which include public policy initiatives and corporate sustainability objectives, are supporting the growth of RNG as a way to cost effectively halt climate change and decarbonize transportation, providing strong visibility into significant volume and EBITDA growth for OPAL Fuels over the next several years. The company's project pipeline totals 23, seven of which are in construction and the balance of which are in advanced development execution.

**Management Commentary**

Adam Comora, co-CEO of OPAL Fuels, stated, "This transaction with ArcLight reflects a transformative step in our company's development and strategy. RNG powered heavy duty fleets realize substantial savings today versus diesel and the successful execution of our robust growth plans will expand the role of ultra low-carbon RNG across the transportation sector. By capturing harmful fugitive methane emissions and replacing traditional fossil fuel usage, we will advance the sustainability and decarbonization goals of public policy makers, our customers and our partners across the nation. RNG is a right now solution to the right now problem of climate change. RNG is one of the most attractive sources of renewable energy – its production uses existing technologies proven at scale, it can be transported on existing pipeline infrastructure, and it can be stored effectively until its use, all of which lead to a cost competitive and reliable fuel source. We are thrilled to partner with ArcLight, as we believe their experience as a leading energy infrastructure asset manager is a strong vote of confidence in the bright future of our company. We look forward to leveraging their expertise as we execute on our business model."

Jonathan Maurer, co-CEO of OPAL Fuels, commented, "It is an incredibly exciting time at OPAL Fuels. The market for RNG as a transportation fuel is at an inflection point, and we are excited to leverage our expertise in renewable power to be a leader in RNG projects as we convert renewable power projects to renewable transportation fuel facilities. Our seasoned team, which includes several leaders that have more than 25 years of experience in the industry, is excited to execute on our robust project pipeline and deliver value to all of our stakeholders."

Jake Erhard, President and CEO of ArcLight Clean Transition Corp. II said, "OPAL Fuels is a leading platform for the production and distribution of ultra low-carbon RNG to the transportation sector, the highest value end-market for RNG. The company's vertically integrated model differentiates it from other players in the industry, which together with the platform's more than two decades of experience gives us tremendous confidence in the company's ability to execute its growth plans. Importantly, OPAL Fuels' business contributes meaningfully to sustainable development in the transportation, waste management and agricultural industries by enabling the adoption of leading-edge methane capture technologies and processes that drastically reduce greenhouse gas emissions."

John Ketchum, President and CEO of NextEra Energy Resources, said, "We're excited about this opportunity with OPAL Fuels to leverage renewable natural gas to produce and distribute ultra low-carbon fuels that are helping drive decarbonization of the transportation sector. This investment is consistent with our strategy to help lead the decarbonization of the transportation, electricity and industrial sectors in the U.S."

**Transaction Overview**

The business combination values OPAL Fuels at an implied $1.75 billion pro forma enterprise value at a price of $10.00 per ArcLight share. The transaction and related financings are expected to provide gross proceeds of approximately $536 million to OPAL Fuels, comprised of:

- ArcLight's $311 million of cash held in trust, assuming no redemptions,
- A $125 million fully committed PIPE, anchored by NextEra Energy, an affiliate of ArcLight, Electron Capital Partners, Gunvor Group, Wellington Management and Adage Capital Management, and;
- Up to a $100 million preferred equity investment from affiliates of NextEra Energy.

The boards of directors of both ArcLight Clean Transition Corp. II and OPAL Fuels have approved the proposed transaction, which is expected to be completed in the second quarter of 2022, subject to, among other things, approval by ArcLight's stockholders and satisfaction or waiver of other conditions stated in the definitive documentation.

Additional information about the proposed transaction, including a copy of the merger agreement and investor presentation, will be provided in a Current Report on Form 8-K to be filed by ArcLight with the Securities and Exchange Commission and available at https://www.sec.gov/.

**Advisors**

BofA Securities, Inc. ("BofA Securities") is serving as lead financial advisor and Credit Suisse Securities (USA) LLC ("Credit Suisse") is serving as financial advisor while Sheppard Mullin Richter & Hampton LLP is serving as legal advisor to OPAL Fuels. Citigroup Global Markets Inc. ("Citi") is serving as lead financial advisor and Barclays Capital Inc. ("Barclays") is serving as financial advisor while Kirkland & Ellis LLP is serving as legal advisor to ArcLight. Citi, BofA Securities, Barclays and Credit Suisse are serving as joint placement agents on the PIPE offering, while Winston & Strawn LLP is counsel to the Placement Agents. J.P. Morgan Securities LLC served as sole financial advisor and Hogan Lovells US LLP acted as counsel to NextEra Energy on the transaction.

**Investor Conference Call Information**

OPAL Fuels and ArcLight will host a joint investor conference call at 8:30 AM ET today, December 2, 2021, to discuss the proposed transaction. To listen to the prepared remarks via telephone dial 1-877-407-3982 (U.S.) or 1-201-493-6780 (International) and an operator will assist you. A telephone replay will be available at 1-844-512-2921(U.S.) or 1-412-317-6671 (International), PIN: 13725376 through December 16, 2021 at 11:59 PM ET. A transcript of this conference call can also be found on OPAL Fuels' Investor page and will be filed by ArcLight with the SEC.

**About OPAL Fuels LLC**

OPAL Fuels LLC, a FORTISTAR portfolio company, is a leading vertically integrated renewable fuels platform involved in the production and distribution of renewable natural gas (RNG) for the heavy-duty truck market. RNG is a proven low carbon fuel that is rapidly decarbonizing the transportation industry now while also significantly reducing costs for fleet owners. OPAL Fuels captures harmful methane emissions at the source and recycles the trapped energy into a commercially viable, low-cost alternative to diesel fuel. OPAL Fuels also develops and constructs RNG fueling stations. As a producer and distributor of carbon-reducing fuel for heavy-duty truck fleets for over 15 years, the company delivers best-in-class, complete renewable solutions to customers and production partners. To learn more about OPAL Fuels and how it is leading the effort to capture North America's harmful methane emissions and decarbonize the transportation industry, please visit www.opalfuels.com and follow the company on LinkedIn and Twitter at @OPALFuels.

**About ArcLight Clean Transition Corp. II**

ArcLight, ArcLight Clean Transition Corp. II, led by Chairman Daniel Revers and President and Chief Executive Officer Jake Erhard, is a special purpose acquisition company formed for the purpose of effecting a capital stock exchange, asset acquisition, share purchase, reorganization, or similar business combination with one or more businesses focused on opportunities created by the accelerating transition toward sustainable use of energy and natural resources.

**About FORTISTAR**

Founded in 1993, FORTISTAR is a privately-owned investment firm that provides capital to build, grow and manage companies that address complex sustainability challenges. FORTISTAR utilizes its capital, flexibility and operating expertise to grow high-performing assets, first in independent power projects and now into other areas that support decarbonization. For more information about FORTISTAR or its portfolio companies, please visit: www.fortistar.com and follow the company on LinkedIn.

**Forward-Looking Statements**

Certain statements in this communication may be considered forward-looking statements. Forward-looking statements are statements that are not historical facts and generally relate to future events or ArcLight's or the Company's future financial or other performance metrics. In some cases, you can identify forward-looking statements by terminology such as "believe," "may," "will," "potentially," "estimate," "continue," "anticipate," "intend," "could," "would," "project," "target," "plan," "expect," or the negatives of these terms or variations of them or similar terminology. Such forward-looking statements, including the identification of a target business and a potential business combination or other such transaction are subject to risks and uncertainties, which could cause actual results to differ materially from those expressed or implied by such forward looking statements. New risks and uncertainties may emerge from time to time, and it is not possible to predict all risks and uncertainties. These forward-looking statements are based upon estimates and assumptions that, while considered reasonable by ArcLight and its management, and the Company and its management, as the case may be, are inherently uncertain and subject to material change. Factors that may cause actual results to differ materially from current expectations include, but are not limited to, various factors beyond management's control, including general economic conditions and other risks, uncertainties and factors set forth in the section entitled "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" in ArcLight's final prospectus relating to its initial public offering, dated September 22, 2020, and other filings with the Securities and Exchange Commission (SEC), including the registration statement on Form S-4 to be filed by ArcLight in connection with the transaction, as well as (1) the inability to complete the proposed transaction; (2) factors associated with companies, such as the Company, that are engaged in the production and integration of renewable natural gas (RNG), including anticipated trends, growth rates, and challenges in those businesses and in the markets in which they operate; (3) macroeconomic conditions related to the global COVID-19 pandemic; (4) the effects of increased competition; (5) contractual arrangements with, and the cooperation of, landfill and livestock waste site owners and operators, on which the Company operates its landfill gas and livestock waste projects that generate electricity and RNG prices for environmental attributes, low carbon fuel standard credits and other incentives; (6) the ability to identify, acquire, develop and operate renewable projects and RNG fueling stations; (7) the failure to realize the anticipated benefits of the proposed transaction, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth profitably, maintain relationships with customers and suppliers and retain key employees; (8) delays in obtaining, adverse conditions contained in, or the inability to obtain necessary regulatory approvals or complete regulatory reviews required to complete the proposed transaction; (9) the outcome of any legal proceedings that may be instituted in connection with the proposed transaction; (10) the amount of redemption requests made by ArcLight's public shareholders; and (11)the ability of the combined company that results from the proposed transaction to issue equity or equity-linked securities or obtain debt financing in connection with the transaction or in the future. Nothing in this communication should be regarded as a representation by any person that the forward-looking statements set forth herein will be achieved or that any of the contemplated results of such forward-looking statements will be achieved. You should not place undue reliance on forward-looking statements in this communication, which speak only as of the date they are made and are qualified in their entirety by reference to the cautionary statements herein. Both ArcLight and the Company expressly disclaim any obligations or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in ArcLight's or the Company's expectations with respect thereto or any change in events, conditions or circumstances on which any statement is based.

**Important Information and Where to Find It**

A full description of the terms of the transaction will be provided in a registration statement on Form S-4 to be filed with the SEC by ArcLight that will include a prospectus with respect to the combined company's securities to be issued in connection with the business combination and a proxy statement with respect to the shareholders meeting of ArcLight to vote on the business combination. **ArcLight urges its investors, shareholders and other interested persons to read, when available, the preliminary proxy statement/prospectus as well as other documents filed with the SEC because these documents will contain important information about ArcLight, the Company and the transaction.** After the registration statement is declared effective, the definitive proxy statement/prospectus to be included in the registration statement will be mailed to shareholders of ArcLight as of a record date to be established for voting on the proposed business combination. Once available, shareholders will also be able to obtain a copy of the S-4, including the proxy statement/prospectus, and other documents filed with the SEC without charge, by directing a request to: ArcLight Clean Transition Corp. II, 200 Clarendon Street, 55th Floor, Boston, Massachusetts 02116. The preliminary and definitive proxy statement/prospectus to be included in the registration statement, once available, can also be obtained, without charge, at the SEC's website (www.sec.gov).

**Participants in the Solicitation**

ArcLight and the Company and their respective directors and officers may be deemed to be participants in the solicitation of proxies from ArcLight's shareholders in connection with the proposed transaction. Information about ArcLight's directors and executive officers and their ownership of ArcLight's securities is set forth in ArcLight's filings with the SEC. To the extent that holdings of ArcLight's securities have changed since the amounts printed in ArcLight's Registration Statement on Form S-1, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC. Additional information regarding the interests of those persons and other persons who may be deemed participants in the proposed transaction may be obtained by reading the proxy statement/consent solicitation statement/prospectus regarding the proposed transaction when it becomes available. You may obtain free copies of these documents as described in the preceding paragraph.

**Non-Solicitation**

This communication is not a proxy statement or solicitation of a proxy, consent or authorization with respect to any securities or in respect of the potential transaction and shall not constitute an offer to sell or a solicitation of an offer to buy the securities of ArcLight, the Company or the combined company, nor shall there be any sale of any such securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of the Securities Act.

**Contact information**

<u>OPAL Fuels</u>

**Investors**
ICR, Inc.
OPALFuelsIR@icrinc.com

**Media**
Jason Stewart
Senior Director Public Relations and Marketing
914-421-5336
jstewart@opalfuels.com

ICR, Inc.
OPALFuelsPR@icrinc.com

<u>ArcLight Clean Transition Corp. II</u>

Marco Gatti
Chief Financial Officer
617-531-6300
investor.relations@arclightclean.com

Exhibit 99.2

OPAL

ARCLIGHT
CLEAN TRANSITION II

# Net-Zero Now


***Investor Presentation***

DECEMBER 2021

# Disclaimer

For the purposes of this notice, the "presentation" that follows shall mean and include the slides that follow, the oral presentation of the slides by members of management of ArcLight Clean Transition Corp. II ("SPAC" or "ArcLight") or OPAL Fuels LLC (the "Company" or "OPAL") or any person on their behalf, the question-and-answer session that follows that oral presentation, hard copies of this document and any materials distributed at, or in connection with, that presentation. By attending the meeting where the presentation is made, or by reading the presentation slides, you will be deemed to have (i) agreed to the following limitations and notifications and made the following undertakings and (ii) acknowledged that you understand the legal and regulatory sanctions attached to the misuse, disclosure or improper circulation of this presentation.

Confidentiality: This presentation is preliminary in nature and provided solely for informational and discussion purposes only and must not be relied upon for any other purposes. This presentation is intended solely for investors that are qualified institutional buyers as defined in Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), and eligible institutional investors outside the U.S. and has been prepared for the purposes of familiarizing such investors with the potential business combination between OPAL and SPAC (the "Business Combination," and the resulting combined company, the "Combined Company") and related transactions, including the proposed private offering of public equity (the "PIPE Offering, and collectively, the "Proposed Transactions") and for no other purpose. The release, reproduction, publication or distribution of this presentation, in whole or in part, or the disclosure of its contents, without the prior consent of the Company and SPAC is unlawful and prohibited. Persons whom possess this document should inform themselves about, and observe, any such restrictions. By accepting this presentation, each recipient agrees: (i) that the information included in this presentation is confidential and may constitute material non-public information, (ii) to maintain the confidentiality of all information that is contained in this presentation and not already in the public domain, and (iii) to use this presentation for the sole purpose of evaluating the Company and the Proposed Transactions.

No Offer or Solicitation: This presentation and any oral statements made in connection with this presentation do not constitute an offer to sell, or the solicitation of an offer to buy, or a recommendation to purchase, any securities in any jurisdiction, or the solicitation of any proxy, consent or approval in any jurisdiction in connection with the Proposed Transactions, nor shall there be any sale, issuance or transfer of any securities in any jurisdiction where, or to any person to whom, such offer, solicitation or sale may be unlawful under the laws of such jurisdiction. This presentation does not constitute either advice or a recommendation regarding any securities. Any offer to sell securities pursuant to the PIPE Offering will be made only pursuant to a definitive subscription agreement and will be made in reliance on an exemption from registration under the Securities Act for offers and sales of securities that do not involve a public offering. SPAC and the Company reserve the right to withdraw or amend for any reason any offering and to reject any subscription agreement for any reason. The communication of this presentation is restricted by law; in addition to any prohibitions on distribution otherwise provided for herein, this presentation is not intended for distribution to, or use by any person in, any jurisdiction where such distribution or use would be contrary to local law or regulation. The contents of this presentation have not been reviewed by any regulatory authority in any jurisdiction.

No Representations or Warranties: No representations or warranties, express or implied are given in, or in respect of, this presentation or as to the accuracy, reasonableness or completeness of the information contained in or incorporated by reference herein. To the fullest extent permitted by law, in no circumstances will SPAC, the Company or any of their respective affiliates, directors, officers, employees, members, partners, shareholders, advisors or agents be responsible or liable for any direct, indirect or consequential loss or loss of profit arising from the use of this presentation, its contents (including the internal economic models), its omissions, reliance on the information contained within it, or on opinions communicated in relation thereto or otherwise arising in connection therewith. Certain information contained herein has been derived from sources prepared by third parties. While such information is believed to be reliable for the purposes used herein, none of the Company, SPAC or any of their respective affiliates, directors, officers, employees, members, partners, shareholders, advisors or agents has independently verified the data obtained from these sources or makes any representation or warranty with respect to the accuracy of such information. Recipients of this presentation are not to construe its contents, or any prior or subsequent communications from or with SPAC, the Company or their respective representatives as investment, legal or tax advice. In addition, this presentation does not purport to be all-inclusive or to contain all of the information that may be required to make a full analysis of the Company, SPAC or the Proposed Transactions. Recipients of this presentation should each make their own evaluation of the Company, SPAC or the Proposed Transactions and of the relevance and adequacy of the information and should make such other investigations as they deem necessary. Recipients are not entitled to rely on the accuracy or completeness of this presentation and are entitled to rely solely on only those particular representations and warranties, if any, which may be made by SPAC or the Company to a recipient of this presentation or other third party in a definitive written agreement, when, and if executed, and subject to the limitations and restrictions as may be specified therein. The information contained herein and the parties involved in the Proposed Transactions, any representations, warranties, agreements or covenants between the recipient and any parties involved in the Proposed Transactions will be set forth in definitive agreements by and among such persons. The Company and SPAC disclaim any duty to update the information contained in this presentation.

Forward-Looking Statements: This presentation includes "forward-looking statements" within the meaning of the federal securities laws, including, but not limited to opinions and projections prepared by the Company's and SPAC's management. The recipient can identify forward-looking statements because they typically contain words such as "outlook," "believes," "expects," " will," " projected," "continue," " increase," "may," "should," "could," "seeks," "predicts," "intends," "trends," "plans," "estimates," "anticipates" or the negative version of these words or other comparable words and/or similar expressions that concern the Company's or SPAC's strategy, plans or intentions, but the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements, opinions and projections are neither historical facts nor assurances of future performance. Instead, they are based only on the Company's and SPAC's current beliefs, expectations and assumptions regarding the future of their business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of the Company's or SPAC's control. Actual results and condition (financial or otherwise) may differ materially from those indicated in the forward-looking statements.

OPAL

# Disclaimer (Cont'd)

These forward-looking statements also involve significant risks and uncertainties, many of which are beyond control of the Company or SPAC, that could cause the actual results to differ materially from the expected results. Factors that may cause such differences include, but are not limited to: (1) the outcome of any legal proceedings that may be instituted in connection with the Proposed Transactions; (2) the inability to complete the Proposed Transactions; (3) delays in obtaining, adverse conditions contained in, or the inability to obtain necessary regulatory approvals or complete regulatory reviews required to complete the Proposed Transactions; (4) the risk that the Proposed Transactions disrupt current plans and operations; (5) the inability to recognize the anticipated benefits of the Proposed Transactions, which may be affected by, among other things, competition, the ability of the Combined Company to grow and manage growth profitably, maintain relationships with customers and suppliers and retain key employees; (6) costs related to the the Proposed Transactions; (7) changes in the applicable laws or regulations; (8) the possibility that the Company or the Combined Company may be adversely affected by other economic, business, and/or competitive factors; (9) the impact of the global COVID 19 pandemic and; (10) other risks and uncertainties set forth in this presentation, including under the heading "Risk Factors" below, or separately provided to you and indicated from time to time described in filings and potential filings by the Company, SPAC and the Combined Company with the US Securities and Exchange Commission (the "SEC"). The Company and SPAC caution that the foregoing list of factors is not exclusive and not to place undue reliance upon any forward looking statements, including projections, which speak only as of the date made. The Company and SPAC undertake no obligation to and accepts no obligation to release publicly any updates or revisions to any forward looking statements to reflect any change in its expectations or any change in events, conditions or circumstances on which any such statement is based.

Financial Information: The financial and operating forecasts and projections contained in this presentation represent certain estimates of OPAL as of the date thereof. OPAL's independent public accountants have not examined, reviewed or compiled the forecasts or projections and, accordingly, do not express an opinion or other form of assurance with respect thereto. These projections should not be relied upon as being indicative of future results. Furthermore, none of OPAL or its management team can give any assurance that the forecasts or projections contained herein accurately represents OPAL's future operations or financial condition. The assumptions and estimates underlying such financial forecast information are inherently uncertain and are subject to a wide variety of significant business, economic, competitive and other risks and uncertainties that could cause actual results to differ materially from those contained in the prospective financial information. Accordingly, there can be no assurance that the prospective results are indicative of the future performance of OPAL or that actual results will not differ materially from those presented in these materials. Some of the assumptions upon which the projections are based inevitably will not materialize and unanticipated events may occur that could affect results. Therefore, actual results achieved during the periods covered by the projections may vary and may vary materially from the projected results. Inclusion of the prospective financial information in this presentation should not be regarded as a representation by any person that the results contained in the prospective financial information are indicative of future results or will be achieved.

Any "pro forma" financial data included in this presentation has not been prepared in accordance with Article 11 of Regulation S-X of the SEC, is presented for informational purposes only and may differ materially from the Regulation S-X compliant pro forma financial statements of OPAL to be included any filings with the SEC.

Non-GAAP Financial Measures: This presentation includes certain non-GAAP financial measures on a forward-looking basis such as EBITDA and gross profit. These non-GAAP measures are an addition, and not a substitute for or superior to, measures of financial performance prepared in accordance with GAAP and should not be considered as an alternative to any performance measures derived in accordance with GAAP. The Company believes that these non-GAAP measures of future financial results provide useful supplemental information to investors about the Company and its management uses such forward-looking non-GAAP measures to evaluate the Company's projected financials and operating performance. However, there are a number of limitations related to the use of these non-GAAP measures and their nearest GAAP equivalents and other companies may calculate non-GAAP measures differently, or may use other measures to calculate their financial similarly titled measures of other companies.

Additionally, the forward-looking non-GAAP financial measures provided are presented on a non-GAAP basis without reconciliations of such measures because not all of the information necessary for a quantitative reconciliation of these non-GAAP financial measures to the most directly comparable GAAP financial measures is available without unreasonable efforts at this time and due to the inherent difficulty in forecasting and quantifying certain amounts that are necessary for such reconciliations. You should be aware that presentation of these non-GAAP measures in this presentation may not be comparable to similarly-titled measures used by other companies which may be defined and calculated differently. The inclusion of financial projections, estimates and targets in this presentation should not be regarded as an indication that SPAC or OPAL, or their representatives, considered or consider the financial projections, estimates and targets to be a reliable prediction of future events.

Trademarks: This presentation may contain trademarks, service marks, trade names and copyrights of other companies, which are the property of their respective owners, and the Company's and SPAC's use thereof does not imply an affiliation with, or endorsement by, the owners of such trademarks, service marks, trade names and copyrights. Solely for convenience, some of the trademarks, service marks, trade names and copyrights referred to in this presentation may be listed without the TM, © or ® symbols, but the Company, SPAC and their affiliates will assert, to the fullest extent under applicable law, the rights of the applicable owners, if any, to these trademarks, service marks, trade names and copyrights.

Important Information About the Proposed Transactions and Where to Find It: In connection with the Proposed Transactions, SPAC intends to file a proxy statement/prospectus on Form S-4 with the SEC, which will be used at the meeting of SPAC shareholders to approve the Proposed Transactions. Investors and security holders of SPAC and the Company are urged to read the proxy statement/prospectus, any amendments thereto and other relevant documents that will be filed with the SEC carefully and in their entirety when they become available because they will contain important information about the Company, SPAC and the Proposed Transactions. The definitive proxy statement will be mailed to stockholders of SPAC as of a record date to be established for voting on the Proposed Transactions. Investors and security holders will also be able to obtain copies of the proxy statement/prospectus on Form S-4 and other documents containing important information. Documents are filed with the SEC and accessible, without charge, at the SEC's website at www.sec.gov.

OPAL

# OPAL and ArcLight Combination Creates Publicly Listed RNG Leader

## OPAL Team

**Adam Comora**
Co-CEO
TruStar Energy, Fortistar, EnTrust

**Jon Maurer**
Co-CEO
Fortistar, J.P.Morgan

**Ann Anthony**
CFO
Key Capture Energy, SJI

## ArcLight Clean Transition Team

**Jake Erhard**
President, Chief Executive Officer and Director
ArcLight, Proterra

**Marco Gatti**
Chief Financial Officer
ArcLight, Warburg Pincus

## Transaction Overview

- OPAL to combine with ArcLight Clean Transition Corp. II ("ArcLight"), a publicly listed special purpose acquisition company with ~$311MM of cash currently held in trust
- OPAL's strategic rationale for the transaction:
  - Support the consolidation of Fortistar's TruStar, Methane Group, renewable natural gas ("RNG") facilities and other minority owners into OPAL
  - Simplify OPAL's capital structure, moving financings from project-level to corporate-level
  - Fully fund the business plan and accelerate the construction of controlled projects
  - Provides currency for M&A activity
- Transaction reflects a pro-forma $1.75BN enterprise value for OPAL
- Transaction supported by $125MM of capital from NextEra Energy (1)

## Transaction Structure(2)

| Sources | $MM |
|---|---|
| ACTD Cash in Trust(3) | $311 |
| PIPE Proceeds | 125 |
| Existing Shareholders Equity Rollover(5) | 1,475 |
| ACTD Founder Shares | 70 |
| **Total Sources(5)** | **$1,981** |
| (-) Pro-Forma Cash | (604) |
| (+) Preferred Equity | 130 |
| (+) Pro-Forma Debt | 118 |
| (+) Pro-Forma TLA(6) | 125 |
| **Pro-Forma Enterprise Value** | **$1,750** |
| x 2023E EBITDA ($238MM) | 7.4x |
| x 2024E EBITDA ($446MM) | 3.9x |

| Uses | $MM |
|---|---|
| Cash to Balance Sheet(4) | $401 |
| Equity to Existing Shareholders(5) | 1,475 |
| ACTD Founder Shares | 70 |
| Estimated Expenses | 35 |
| **Total Uses** | **$1,981** |

| Ownership | |
|---|---|
| Existing Shareholders | 74% |
| ACTD Shareholders | 16% |
| PIPE Investors | 6% |
| ACTD Founder Shares | 4% |
| **Pro-Forma Ownership** | **100%** |

OPAL

Note: Refer to disclaimer on pages 2 and 3 regarding forward-looking statements and use of projections. Excludes 10MM total earnout shares to existing shareholders that could vest in 2023 and 2024 based on EBITDA targets.
(1) Executed term sheet with an affiliate of NextEra Energy for $25MM participation in the PIPE and an additional $100MM through a preferred equity instrument.
(2) See page 38 for further details.
(3) Assumes no redemptions.
(4) Cash to balance sheet may be used to fund growth or pay down debt.
(5) 50% of the $50MM outstanding convertible note is converted to equity as part of the de-SPAC transaction.
(6) Expected $90MM available at closing with remainder available once 3 in-construction projects are online and contributed to the borrower.

# Fortistar and ArcLight are Well Positioned to Support OPAL as Sponsors

| | ArcLight Capital Partners, LLC | Fortistar Sustainable Performance |
|---|---|---|
| **Long History of Value Creation** | 20-years track record<br>$25BN in energy investments(1)<br>$4BN in renewables investments(1) | 28-years track record<br>11 portfolio companies<br>40+ operating & investment professionals |
| **Domain Expertise**<br>Transportation Logistics<br>Hydrogen and Mobility<br>Gas Infrastructure<br>Circular Economy and Carbon Capture<br>Renewables | Thorntons, Gulf, Buckeye Partners, L.P., Proterra, Inspiration, Natural Gas Pipeline Company of America LLC, Enable Midstream Partners, NET Midstream, Carboneco, Terra-Gen Power, LLC, Leeward Renewable Energy | OPAL, BayoTech, TruStar Energy, Carbonfree, Braven Environmental, Renewable Power Portfolio, Ambri, Primary Energy, pellucere |
| **Committed to the Transaction** | $20MM PIPE commitment<br>5 Months of due diligence<br>Multiple site visits<br>Supported by: ArcLight Commodity Markets, ArcLight Capital Services, LLC | ~$9MM PIPE commitment<br>Built OPAL over 23 years<br>100% Roll-over of existing equity<br>Collaboration with Fortistar portfolio companies |

(1) Invested capital represents aggregate capital invested (inclusive of recycled amounts) since inception across ArcLight Funds I-VII and in the subsectors referenced, as of June 30, 2021. ArcLight VI Upstream Annex Fund is excluded from all data throughout this presentation, unless otherwise noted.

# OPAL: Leading End-to-End RNG Provider to the Transportation Market

## Vertically-Integrated, Focused on Transportation

**Capture & Conversion** + **Dispensing & Monetization**


- ✓ RNG Development
- ✓ Plant Construction
- ✓ Operations
- ✓ RNG Offtake
- ✓ Electricity Sales

OPAL

- ✓ Customer Contracting
- ✓ Station Construction
- ✓ RNG Supply
- ✓ Hydrogen Fueling
- ✓ Credits Monetization

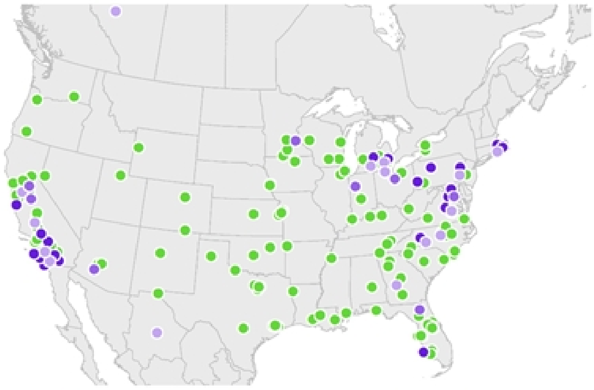
**~20-Year Gas Rights**

**~10-Year Dispensing Agreements**

## Currently at Scale, with Substantial Embedded Growth

| | 2021E | 2024E |
|---|---|---|
| Projected EBITDA | $41MM | $446MM |

Underpinned by projects under OPAL's control



- Current Operating Sites
- Current In Construction Sites
- Current Controlled Sites
- Current CNG Stations

OPAL

Note: Refer to disclaimer on pages 2 and 3 regarding forward-looking statements and use of projections.

# OPAL: Executing in the RNG Value Chain for Over 20 Years

| 34 | 41 | 350+ | 225+ | 42 |
|---|---|---|---|---|
| Biomethane Projects Developed | Biomethane Projects Acquired | Fuel Stations Built | Employees | States with OPAL Operations |

**1998** – FORTISTAR Methane Group: Constructed **14 LFG** to energy projects

**2006** – FORTISTAR Methane Group: Acquired **28 LFG** to energy projects

**2007-2008** – FORTISTAR Methane Group: Acquired **9 LFG** to energy projects

**2009**

**2010** – FORTISTAR Methane Group: Constructed **12 LFG** to energy projects between 2009-2012

**2012** – TruStar Energy: **Founded** via acquisition of Vocational Energy

**2014** – TruStar Energy: Agrees first project **partnership with** UPS

**2015** – TruStar Energy: Establishes service network providing **24/7 station support**

FORTISTAR Methane Group: Acquired **2 LFG** to energy projects

**2017** – TruStar Energy: Starts to deliver **RNG into transportation** fuel market

**2019** – TruStar Energy: Completes its **250th** new build renewable fueling station

FORTISTAR Methane Group: Acquired **2 RNG** projects

**2020** – FORTISTAR Methane Group: Construction of **5 RNG projects**

TruStar Energy: Strategic partnership to deploy hydrogen fueling modules – BayoTech On-Site Hydrogen

**2021** – OPAL

**8 2021E construction starts**

Signed strategic **partnership with** NextEra Energy

Announced strategic **partnership with** Nikola

OPAL

# OPAL: Investment Highlights

## Vertically Integrated Across RNG Value Chain

- ✓ Maximize margin capture in RNG value chain through the cycle
- ✓ Competitive advantages in securing new opportunities:
  - Captive offtake in the transportation market allows OPAL to offer better terms to secure additional gas rights
  - Access to own RNG volumes allows OPAL to offer better terms to transportation customers
  - Nationwide provision of end-to-end solutions creates advantage in securing contracts with national accounts
- ✓ Embedded optionality from future LCFS[1] programs
- ✓ Hydrogen and carbon capture-ready fuel dispensing segment

## At Scale Today, with Substantial Embedded Growth

**OPAL has Substantial Scale Today:**

- ✓ Existing operations expected to deliver $41MM of EBITDA in 2021E
- ✓ Diversified revenue base: 20 projects, 80 customers and partners in 42 states
- ✓ Projects in construction expected to add $102MM[2] of 2024E EBITDA

**Controlled Projects Underpin Growth Today to 2024E:**

- ✓ OPAL has rights to 16 RNG projects in development
- ✓ OPAL's existing business and projects under OPAL's control expected to deliver 2024E EBITDA of $446MM ($618MM run-rate)
- ✓ Low execution risk thanks to proven, replicable technology and team's development, construction and operating experience

## Proven Team with Top-Tier Sponsors

- ✓ Executive team with over 100 years of combined RNG experience
- ✓ 225 Employees covering all functions
- ✓ Over 20 years of track record in RNG and alternative fuels:
  - Experience in maximizing value of molecules under control
  - Developed and constructed 34 biomethane plants
  - Acquired 41 biomethane plants
  - Constructed over 350+ fuel stations
- ✓ ArcLight and Fortistar are uniquely positioned to support OPAL

## Fully-Funded Plan with World-Class Partners

**Fully-Funded Growth Plan:**

- ✓ $125MM from PIPE + Preferred Equity, sufficient capital to fund the plan
- ✓ Transaction ensures that pro-forma OPAL will have $604MM[3] of cash on its balance sheet
- ✓ Operating cash flow positive today, and free cash flow positive in 2024E

**World-Class Partners:**

NEXTera ENERGY | UPS | REPUBLIC SERVICES | WM WASTE MANAGEMENT

OPAL

Note: Refer to disclaimer on pages 2 and 3 regarding forward-looking statements and use of projections.
(1) Low carbon fuel standard ("LCFS") is a market-based incentive program intended to reduce the carbon intensity of transportation fuels within the state.
(2) Reflects 2024E EBITDA on a net basis for 8 projects in construction. Includes allocation of G&A.
(3) Assumes no redemptions from the trust account.

# RNG Market Fundamentals

# RNG Value Chain Overview

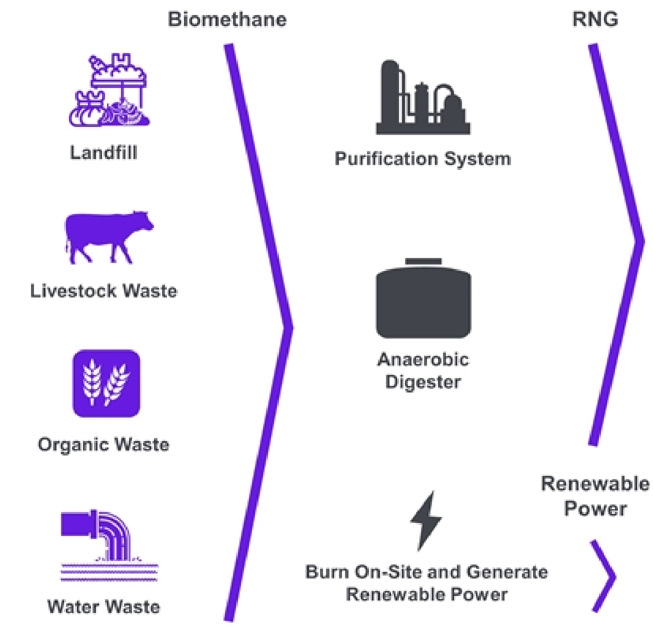
***"Naturally Occurring Methane" – Long Life, Stable Resource Requiring No Additional Capex to Develop***

## Capture & Conversion

- Multiple activities generate fugitive, methane-rich biomethane
- Biomethane capture systems secure RNG feedstock for the long term
- Biomethane can be converted to create pipeline quality RNG
- Can also be used to generate electricity

## Dispensing & Monetization

- RNG is used as a transportation fuel, distributed to end users, or converted to green hydrogen
- Electricity is sold into the grid or to utilities
- RNG end use generates environmental credits (LCFS, D3 RINs and RECs) which can be monetized and commands a premium on voluntary markets




| | RINs(1) | LCFS | Voluntary Markets | RECs(2) |
|---|---|---|---|---|
| Sold as CNG for Transportation | ✓ | ✓ | | |
| Sold to Other Natural Gas Users (e.g. Utilities) | | | ✓ | |
| Convert to Green Hydrogen (Steam Methane Reforming › Hydrogen ›) | | ✓ | ✓ | |
| Sold Into the Grid for Everyday Applications | | | | ✓ |

(1) Renewable identification numbers ("RINs") are credits used for compliance and are the "currency" of the Renewable Fuel Standard program. Renewable fuel producers generate RINs, market participants trade RINs and obligated parties obtain and then ultimately retire RINs for compliance.

(2) Renewable energy credits ("RECs") represent the energy generated by renewable energy sources. A REC is a tradeable, market-based instrument that represents the legal property rights to the "renewable-ness" or all non-power attributes of renewable electricity generation.

OPAL

# The Value of RNG is Underpinned by a Well-Established Regulatory Framework

**Renewable Fuel Standards**

- ***Federal mandate*** to incorporate renewable content into transportation fuels
- Long-standing program that was implemented in 2005 and expanded in 2007
- Dispensing renewable fuels generates RINs
- ***Refiners and blenders*** have RIN procurement obligations
- RNG qualifies as a "cellulosic D3 RIN", the most valuable RIN category
- Value supported by increasing D3 RIN renewable Volume Obligation: 2x increase in the past two years, 6x in the past five years
- D3 RIN prices were trading at $1.92 in 2020 compared to $2.68 forecasted by ICF in 2021E

**Low Carbon Fuel Standard ("LCFS")**

- ***State-level programs***, led by California in 2007 (also implemented in Oregon, British Columbia; proposals in New York, Washington, Canada and other states)
- ***Refiners and blenders*** must reduce Carbon Intensity ("CI") each year to remain in compliance
- Low-CI fuels generate LCFS credits, which can be monetized and ultimately retired by obligated parties to meet their annual CI targets
- RNG has very low or negative CI, and therefore generates valuable credits in states with decarbonization goals supports by LCFS
- California LCFS prices were resilient through COVID trading at $193, $198 and $205/MT in 2019 – 2021E, respectively

**Brown Gas**

- Brown gas sold into the gas grid either at Henry Hub-linked prices, or in certain instances to utilities with voluntary RNG targets at substantially higher prices

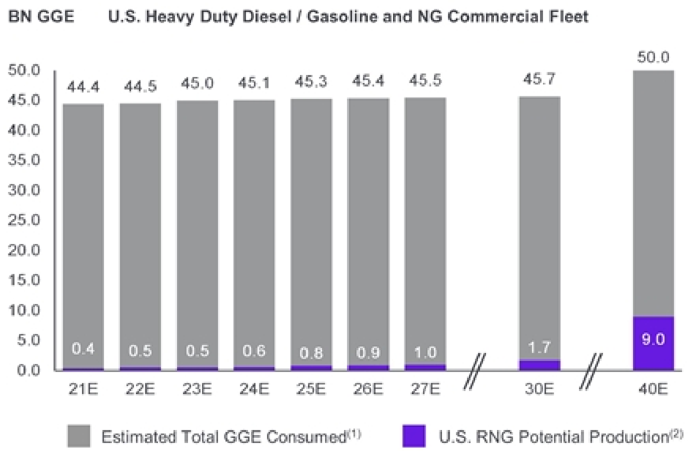
| | | |
|---|---|---|
| D3 RIN Price ($ / gal) | $2.68[1] | |
| RINs per MMBtu | x 11.727 | |
| **Implied RNG Value** | **$31.43 per MMBtu<br>$4.06 per GGE[2]** | |
| + | | |
| | **Landfill** | **Dairy** |
| LCFS Price ($ / MT) | $205[3] | $205[3] |
| Carbon Intensity ($gCO_2$ e/MJ) | 40[4] | ~(300)[4] |
| **Implied LCFS Value** | **$8.52 per MMBtu<br>$1.10 per GGE[2]** | **$74.93 per MMBtu<br>$9.68 per GGE[2]** |
| + | | |
| **Brown Gas** | **$3.08 per MMBtu[5]<br>$0.40 per GGE[2]** | |
| = | | |
| **Total** | **$43.03 per MMBtu<br>$5.56 per GGE[2]** | **$109.44 per MMBtu<br>$14.14 per GGE[2]** |

OPAL

Note: Refer to disclaimer on pages 2 and 3 regarding forward-looking statements and use of projections.
(1) ICF. D3 RIN price forecasted for 2021E.
(2) 1 MMBtu = 7.74 GGE
(3) ICF. California LCFS Credit price forecasted for 2021E.
(4) Assumption used for illustrative purposes.
(5) EIA. LTM Henry Hub average.

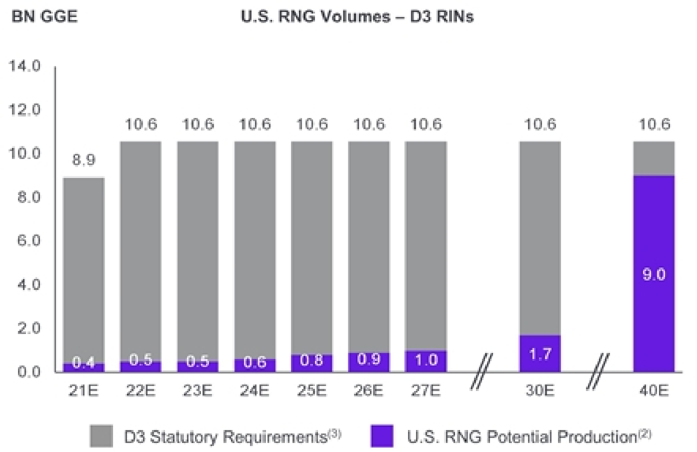
# Transportation Demand for RNG and D3 RINs is Multiples of Available Supply

## RNG covers less than 1% of the U.S. heavy duty market




- Current RNG production of ~400MM GGE per year represents less than 1% of the U.S. heavy duty fuel market
- Current projections see RNG volumes triple to ~1BN GGE by 2027E
- At this level, RNG still represents less than 3% of the U.S. heavy duty fuel market
- As a result, there is ***ample scope to continue placing RNG volumes into the transportation market***

## D3 RIN statutory requirement is multiples of RNG production




- RNG qualifies to receive D3 RINs
- D3 statutory requirement will be 10.6BN GGE by 2022E
- U.S. RNG potential production would make up ~9% of the D3 statutory requirement in 2027E, demonstrating tremendous growth potential
- EPA has sharply increased the required volume of D3 RINs each year since 2014, yet the requirements remain significantly below statutory levels

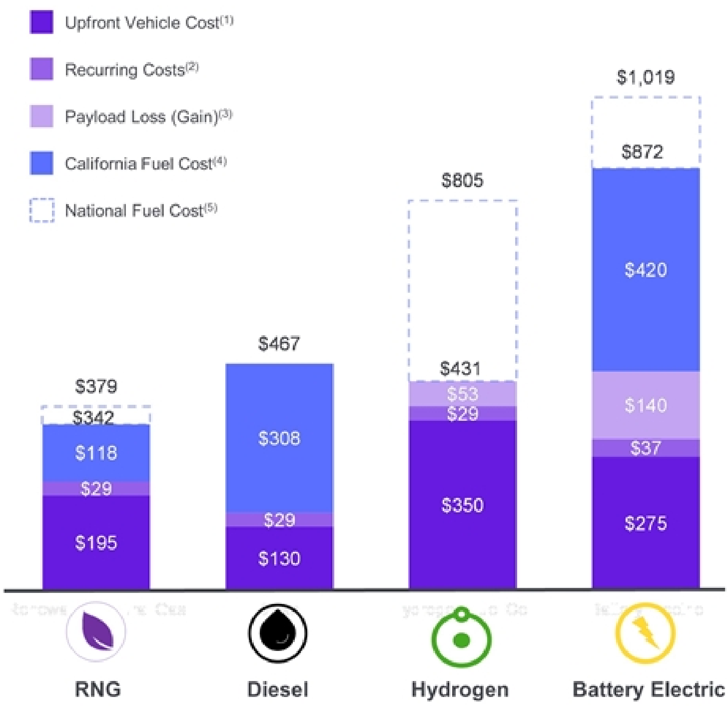
OPAL

Source: American Gas Association and ICF.
Note: Refer to disclaimer on pages 2 and 3 regarding forward-looking statements and use of projections.
(1) Estimated total GGE consumed by heavy duty diesel / gasoline and natural gas commercial vehicles. Assumes each truck runs 100,000 miles per year at an average efficiency of 6.41 miles per gallon. Total number of diesel and natural gas powered heavy duty commercial vehicles in the U.S. per BNEF.
(2) ICF (2021E – 2030E). Assumes production growth of 18% Y-o-Y (midpoint of 10 – 25% Y-o-Y growth forecasted by ICF) continues after 2030E.
(3) EPA. Statutory requirements after 2022E are to be determined.

# Economic Benefits Incentivize Switching to RNG

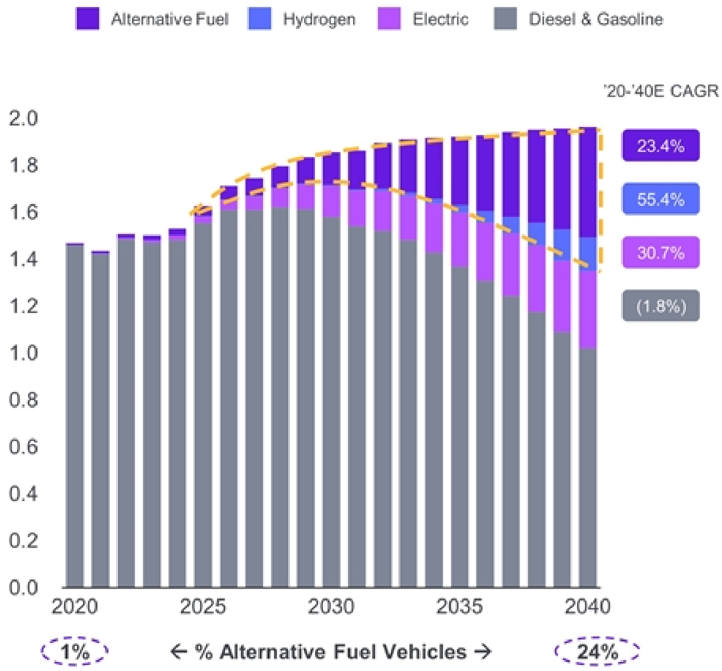
## RNG fueled vehicles deliver substantial savings today…

### Heavy Commercial Vehicles: 7-Year Cost of Ownership ($ '000s)




## …enabling a potential 60-fold increase in alternative fueled vehicles by 2040E

### Annual sales of Class 8 vehicles (MM)




Source: Bloomberg New Energy Finance. Morgan Stanley Research as of September 23, 2021. Management Estimates.

Note: Forecast assumes vehicles commute 100,000 miles/year.

(1) Hydrogen fuel cell performance and cost based on Hyzon's announced metrics; battery electric based on Tesla announced metrics.

(2) Recurring costs include maintenance, tires and insurance.

(3) Payload performance based on Hyliion cited metrics.

(4) Diesel performance assumes 7.5 MPG and $3.30/gallon; RNG assumes 7.5 MPG and $1.26/DGE; Hydrogen fuel cell assumes 7.5 miles/kg and $0.00/kg of H2 fuel (LCFS credit assumed to offset fuel cost); Battery electric assumes 3.0 kWh/mile and $0.20/kWh (high end).

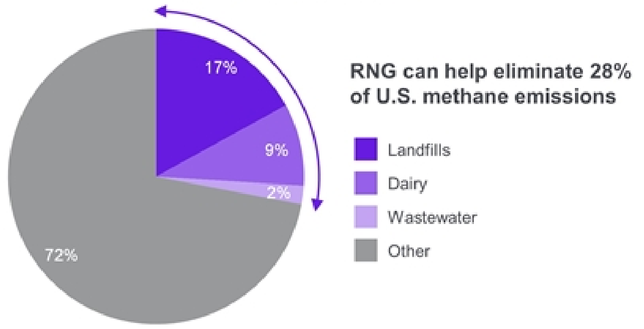
(5) Incremental to California Fuel Cost. Diesel performance assumes $3.30/gallon; RNG assumes $1.66/DGE; Hydrogen fuel cell assumes $4.00/kg of H2 fuel; Battery electric assumes $0.27/kWh.

OPAL

# RNG Has an Immediate Positive Impact on Climate Change

## RNG starts with methane capture…

U.S. Methane Emissions[1]



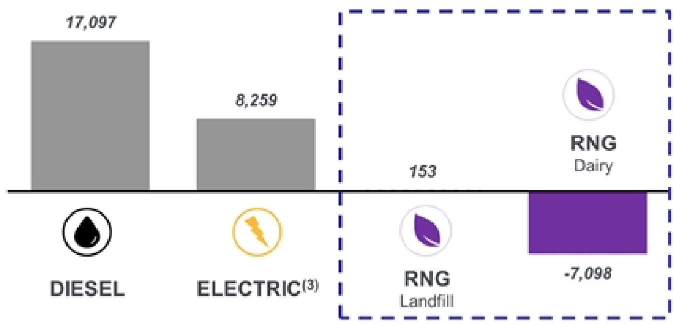

"Methane is a more powerful greenhouse gas than carbon dioxide, but one which lasts in the atmosphere for only about a decade. Reduce methane emissions and you soon reduce methane levels."

The Economist — **"Why Curbing Methane Emissions Will Help Fight Climate Change" (8/14/2021)**

- Methane has 28x the impact of $CO_2$ on global warming over a 100-year timescale
- RNG feedstock accounts for more than a quarter of all methane emissions in the United States
- Dairy RNG has **negative carbon intensity**

## …and ends with fossil fuel replacement

Annual $CO_2$ Emissions for a 100 Truck Fleet[2]




"RNG is a very important part of UPS's strategy to increase alternative fuel consumption to be 40% of total ground fuel purchases by 2025. …Using RNG is what will ultimately help UPS meet its 2025 sustainability goals."

**Mike Whitlatch, Vice President of Global Energy & Procurement (2/6/2020)**

"Amazon has ordered more than 700 compressed natural gas class 6 and class 8 trucks so far."

**Reuters, "Amazon Orders Hundreds of Trucks that Run on Natural Gas" (2/5/2021)**

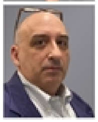
Source: Public filings.
Note: Refer to disclaimer on pages 2 and 3 regarding forward-looking statements and use of projections.
(1) Source: United States Environmental Protection Agency (EPA).
(2) MT of $CO_2$ released or removed from the atmosphere for average 100 truck fleet @ 100k miles / truck / year.
(3) Emission is in equivalents in $CO_2$. Source: EPA (2019) and "Analysis of long haul battery electric trucks in EU: market place and technology, economic, environment, and policy perspectives" (Earl, Mathieu, Cornelis, Kenny, Calvo, and Nix, May 2018).

OPAL

# Vertically-Integrated Scaled RNG Platform

# OPAL: Led by an Experienced Team with a History of Value Creation

- OPAL has an experienced management team in the RNG and renewable fueling infrastructure space
- C-suite is complemented by deep bench of talent with industry experience in RNG and alternative fuels for class 8 trucks
- Support from Fortistar and ArcLight brings unmatched understanding of sustainable infrastructure development

| | Name & Title | Years in Industry | Milestones |
|---|---|---|---|
|  | **Adam Comora**<br>Co-CEO | 9 | Acquired, built and managed dispensing & monetization projects since 2012 |
|  | **Jon Maurer**<br>Co-CEO | 30+ | Acquired, built and managed capture & conversion projects since 1998 |
|  | **Ann Anthony**<br>CFO | 18 | Experienced public company finance executive |
|  | **Dave Unger**<br>EVP Sustainable Fuels Origination | 26 | Developed, built and managed over 75 renewable biomethane projects |
|  | **Scott Edelbach**<br>EVP Sustainable Fuels Transportation | 30+ | Pioneered alternative transportation fuels for class 8 fleets; 350+ station projects constructed |
|  | **Anthony Falbo**<br>COO | 29 | Managed operation of all projects in portfolio since 1998 |

# OPAL: Vertically Integrated RNG Leader with Top-Tier Customers

## Capture & Conversion

**Landfill RNG**
Generation of RNG through capture of landfill emissions. Executed by repurposing of its existing portfolio of landfill gas-to-power assets

**Dairy RNG**
Development of RNG through recycling of animal waste in anaerobic digesters generating the lowest carbon intensity natural gas available

## Dispensing & Monetization

**RNG Fuel Dispensing**
Supplying RNG in the highest value markets through strategic partnerships with leading national brands looking to decarbonize their fleets

**Construction & Services**
Market leading provider of construction and services solutions for the development of renewable fueling stations to blue chip customers

***OPAL's Vertical Integration Maximizes the Value of the RNG Molecule and Enables Margin Capture Through Economic Cycles***

**Market Leader with Strong Partner and Customer Base**

DTE, Republic Services, Consumers Energy, Duke Energy, GFL, NOVEC, ODEC, SDG&E, LA DWP Los Angeles Department of Water & Power

**Representative Partner and Customer Contract Duration[1]**

**20 - 25 Years**

J.J. Taylor Companies, Inc., amazon, FCC Environment, Argos, Denver, City of Sacramento, Youngs, Modern Disposal Services, UPS, WM Waste Management, Stellantis (Fiat Chrysler + Groupe PSA), GFL

**Representative Customer Contract Duration[2]**

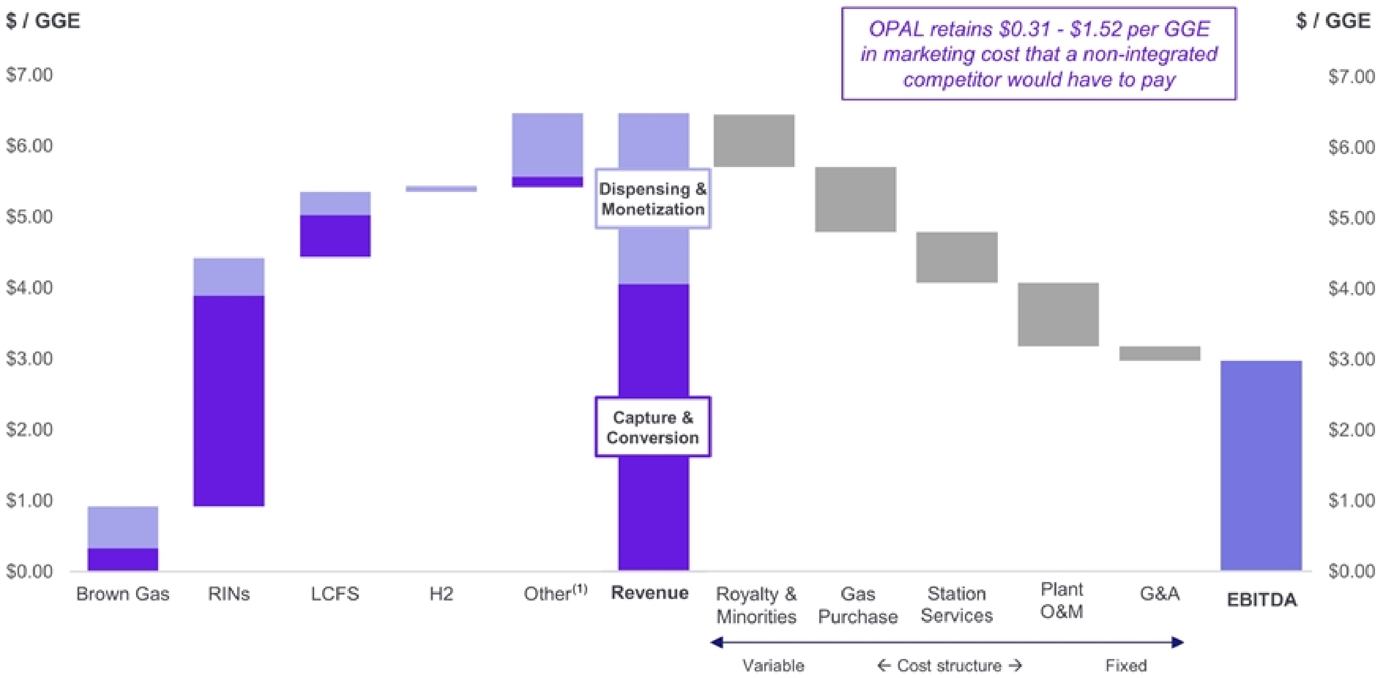
**10 Years**

(1) Representative partner / customer contract durations shown for illustrative purposes.
(2) Representative customer contract durations shown for illustrative purposes.

# OPAL: Vertically Integrated Model Enables High Margins and Diversified Revenue

- ✓ Vertical integration allows OPAL to capture margin through the cycle, as value shifts between RNG production and distribution
- ✓ Diverse revenue streams underpin well-rounded business model
- ✓ High margin business, with largely variable cost structure

## OPAL Unit Economics




(1) Other Dispensing & monetization revenue represent dispensing station service and construction; Other Capture & Conversion revenue represent renewable power operations. These revenue are represented on a per-GGE basis for representative purposes only, but are primarily driven by the number of stations services and constructed, and by the MWh of renewable power produced.

# At Scale Today, with 20 RNG and Renewable Power Plants Online

| 20 | $34MM | 13MM | 107 |
|---|---|---|---|
| Operating Assets | 2021E Operating EBITDA(1) | GGE in 2021E Production | MW Production |

| Assets | Location | Type | Counterparty / Offtake | Contract Term |
|---|---|---|---|---|
| Imperial | PA | RNG | Dispensing customers | Perpetual(2) |
| Greentree | PA | RNG | Dispensing customers | 2080(3) |
| Arbor | MI | Renewable Power | DTE | 2032 |
| Concord | NC | Renewable Power | DUKE ENERGY. | 2030 |
| Prince William | VA | Renewable Power | NOVEC | 2028 |
| 15 other projects | Various | Renewable Power | Various | 2022 – 2045 |

Denotes planned RNG conversion

- OPAL has decades of experience managing biomethane capture & conversion
- OPAL owns and operates 20 biomethane projects, with two in RNG service and 18 in renewable power service
- OPAL's existing biomethane to RNG sites inform the company's decisions on technology and operations for sites under development
- OPAL's portfolio of biomethane-to-power projects provides cash flow underpinned by PPAs and a significant inventory of RNG conversion sites

Note: Refer to disclaimer on pages 2 and 3 regarding forward-looking statements and use of projections.
(1) Includes allocation of G&A.
(2) Gas rights agreement with Republic extends perpetually in 5-year increments at Project's option post 2025 at $100,000 per extension.
(3) Gas rights agreement with ADS through later of 15 years post closure and 2032. 15 years post closure is 2080.

# Visible, Near-Term EBITDA Uplift from Multiple Projects Under Construction

| 8 | EOY ’21 | ~$102MM | 2.4x |
|---|---|---|---|
| Construction Projects | On-Line Dates Starting | 2024E Construction EBITDA(1) | Build Multiple(2) |

| | Landfill: Noble Road | Dairy: Sunoma | Landfill: Pine Bend | Landfill: New River |
|---|---|---|---|---|
| |  |  |  |  |
| **Location** | Shiloh, OH | Gila Bend, AZ | Inver Grove Heights, MN | Raiford, FL |
| **Production Start** | EOY 2021 | EOY 2021 | 1H 2022 | 2H 2022 |
| **Capex(3)** | ~$33MM | ~$35MM | ~$43MM | ~$28MM |
| **Production** | 6.8MM GGEs/yr. | 1.5MM GGEs/yr. | 6.1MM GGEs/yr. | 4.8MM GGEs/yr. |
| **EBITDA(4)** | ~$19MM | ~$11MM | ~$16MM | ~$12MM |
| **Build Multiple(2)** | ~1.7 years | ~3.1 years | ~2.7 years | ~2.2 years |

| | Dairy: BioTown | Landfill: Prince William | Dairy: Vander Schaaf(4) | Dairy: Hilltop |
|---|---|---|---|---|
| **Location** | Reynolds, IN | Manassas, VA | Stockton, CA | Oakdale, CA |
| **Production Start** | 2H 2022 | 1H 2023 | EOY 2022 | EOY 2022 |
| **Capex(3)** | ~$78MM | ~$53MM | ~$39MM | ~$43MM |
| **Production** | 2.9MM GGEs/yr. | 11.7MM GGEs/yr. | 1.5MM GGEs/yr. | 1.5MM GGEs/yr. |
| **EBITDA(4)** | ~$26MM | ~$32MM | ~$16MM | ~$13MM |
| **Build Multiple(2)** | ~3.0 years | ~1.6 years | ~2.5 years | ~3.3 years |

OPAL

Note: Refer to disclaimer on pages 2 and 3 regarding forward-looking statements and use of projections. Projects are shown on a 100% ownership basis. No G&A allocated to individual project EBITDA.
(1) Reflects 2024E EBITDA on a net basis of ~$105MM less 2024E G&A of ~$3MM.
(2) Calculated as Total Capex divided by 2024E EBITDA on a 100% ownership basis.
(3) Capex represents 100% ownership basis.
(4) Reflects 2024E EBITDA on a 100% ownership basis.
(5) Expected to be under construction before end of October 2021.

Capture & Conversion Segment

# OPAL's Growth to 2024E is Underpinned by Projects Under Control

| 16 | EOY '22 | ~$202MM | 2.5x |
|---|---|---|---|
| Controlled Projects | On-Line Dates Starting | 2024E Controlled EBITDA(1) | Build Multiple(2) |

| Codename | Type | COD | Gas Rights | Existing OPAL Operations |
|---|---|---|---|---|
| Massachusetts | Landfill | '22 | ✓ | ✓ |
| Michigan 1 | Landfill | '22 | ✓ | ✓ |
| CA Dairy Cluster 3 | Dairy | '22 | ✓ | |
| CA Dairy Cluster 4 | Dairy | '23 | ✓ | |
| North Carolina 1 | Landfill | '23 | ✓ | ✓ |
| North Carolina 2 | Landfill | '23 | ✓ | |
| Pennsylvania | Landfill | '23 | ✓ | ✓ |
| Georgia | Dairy | '23 | ✓ | |
| Mexico | Dairy | '23 | ✓ | |
| Michigan 2 | Landfill | '23 | ✓ | |
| Michigan 3 | Landfill | '23 | ✓ | ✓ |
| Alberta | Pulp | '23 | ✓ | |
| Virginia | Landfill | '24 | ✓ | ✓ |
| California 1 | Landfill | '24 | ✓ | ✓ |
| California 2 (4) | Landfill | '24 | ✓ | ✓ |
| Ohio (4) | Landfill | '24 | ✓ | ✓ |

- ✓ Development of 16 controlled projects
- ✓ Low-risk execution thanks to
  - Direct control of sites
  - Multiple conversions of assets already operated in power service
  - Replicable design with standardized equipment and contractors
  - No single project represents more than 17%(3) of incremental EBITDA contribution
- ✓ Upside from 18 additional projects at earlier stages of development not included in projections
- ✓ Upside from identified M&A targets not included in projections

OPAL

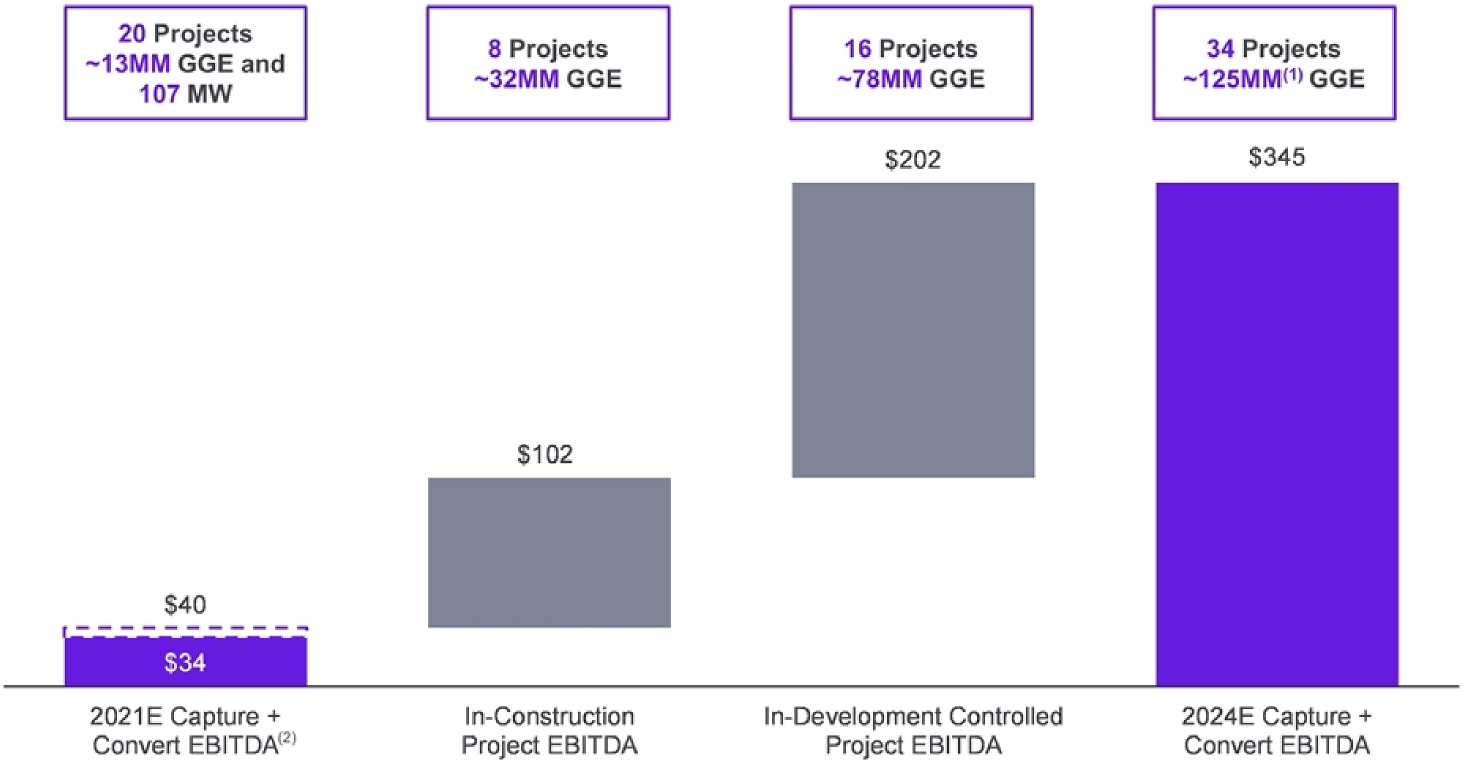
Note: Refer to disclaimer on pages 2 and 3 regarding forward-looking statements and use of projections.
(1) Reflects 2024E EBITDA on a net basis of ~$208MM less 2024E G&A of ~$6MM.
(2) Calculated as Total Capex divided by 2024E EBITDA on a 100% ownership basis.
(3) Based on 2024E EBITDA.
(4) Expected to achieve run rate in 2025E.

Capture & Conversion Segment

# OPAL Capture & Conversion Assets Poised to Deliver Predictable Growth

OPAL's portfolio of operating, construction and controlled assets provide clear line of sight into and drive robust volume and EBITDA growth

**Capture & Conversion EBITDA ($MM)**




Note: EBITDA metrics shown reflect capture and convert business. Refer to disclaimer on pages 2 and 3 regarding forward-looking statements and use of projections.
(1) 2024E includes slightly increased production from Imperial and Greentree relative to 2021 production.
(2) $34MM represents the 2021E Capture and Conversion EBITDA from operating assets on a net basis. $40MM represents the 2021 Capture and Conversion EBITDA from operating assets on a 100% basis; OPAL acquired the remaining interests in Imperial and Greentree over the course of 2021.

Dispensing & Monetization Segment

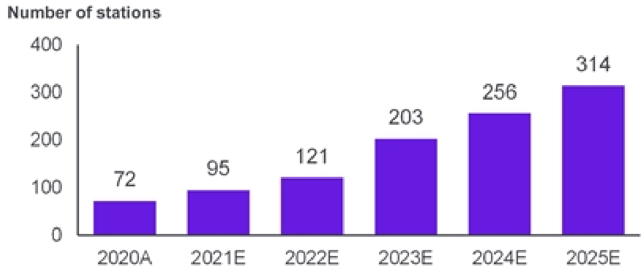
# OPAL is One of the Largest RNG Fuel Station Operators in the U.S.

*OPAL's Fuel Stations Provide a Direct Pathway to Qualify for RINs and LCFS Credits*

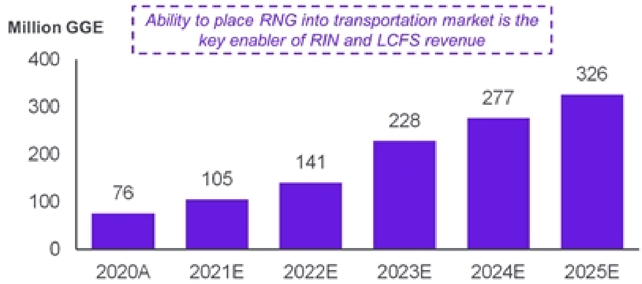
## OPAL is the #2 Operator of RNG Stations in the U.S.

| Platform | Stations as of YE 2020 | Million GGEs Delivered in 2020 |
|---|---|---|
| Clean Energy Fuels | 550 | 382(1) |
| **OPAL** | **72** | **76(2)** |
| RNG Private A | 65 | 70 |
| RNG Private B | 50 | Not disclosed |
| RNG Private C | 50 | Not disclosed |


## OPAL's Stations Footprint Set to Grow Rapidly…




## …Providing Captive Outlet for RNG Volumes




OPAL

Source: Public filings.
Note: Refer to disclaimer on pages 2 and 3 regarding forward-looking statements and use of projections.
(1) Includes O&M Services, Fuel, and Fuel & O&M Services segments.
(2) Includes RNG dispensed by OPAL at renewable fuel stations owned by OPAL or 3rd parties and fuel dispensed at 3rd party stations serviced by OPAL.

Dispensing & Monetization Segment

# OPAL's Dispensing and Monetization Integrated Solutions Represent a Distinct Competitive Advantage

**Vertical Integration + Complete Offering = Security of Offtake**

**Building Stations…**


- ✓ One stop shop for clients resulting in convenience and faster execution
  - Design
  - Project management
  - Construction
- ✓ In house team to ensure quality control

**...Operating and Servicing Stations…**


- ✓ Built-in O&M contract post construction
- ✓ Service offerings that fit a variety of customer needs:
  - Preventive maintenance
  - A la carte
  - Full service
- ✓ National footprint ensures timely response on a 24x7 basis

**…and Supplying Top-Tier Customers[1]**

J.J. Taylor Companies, Inc. · UPS · Argos · Stellantis (Fiat Chrysler + Groupe PSA) · City of Sacramento · amazon · Modern Disposal Services · Young's · FCC Environment · WM Waste Management · GFL Environmental · Denver

- ✓ Started delivering RNG in 2017
- ✓ Provide firm fuel supply
- ✓ Allocate environmental credits with transparency
- ✓ Long-term committed relationship that benefit both parties

OPAL

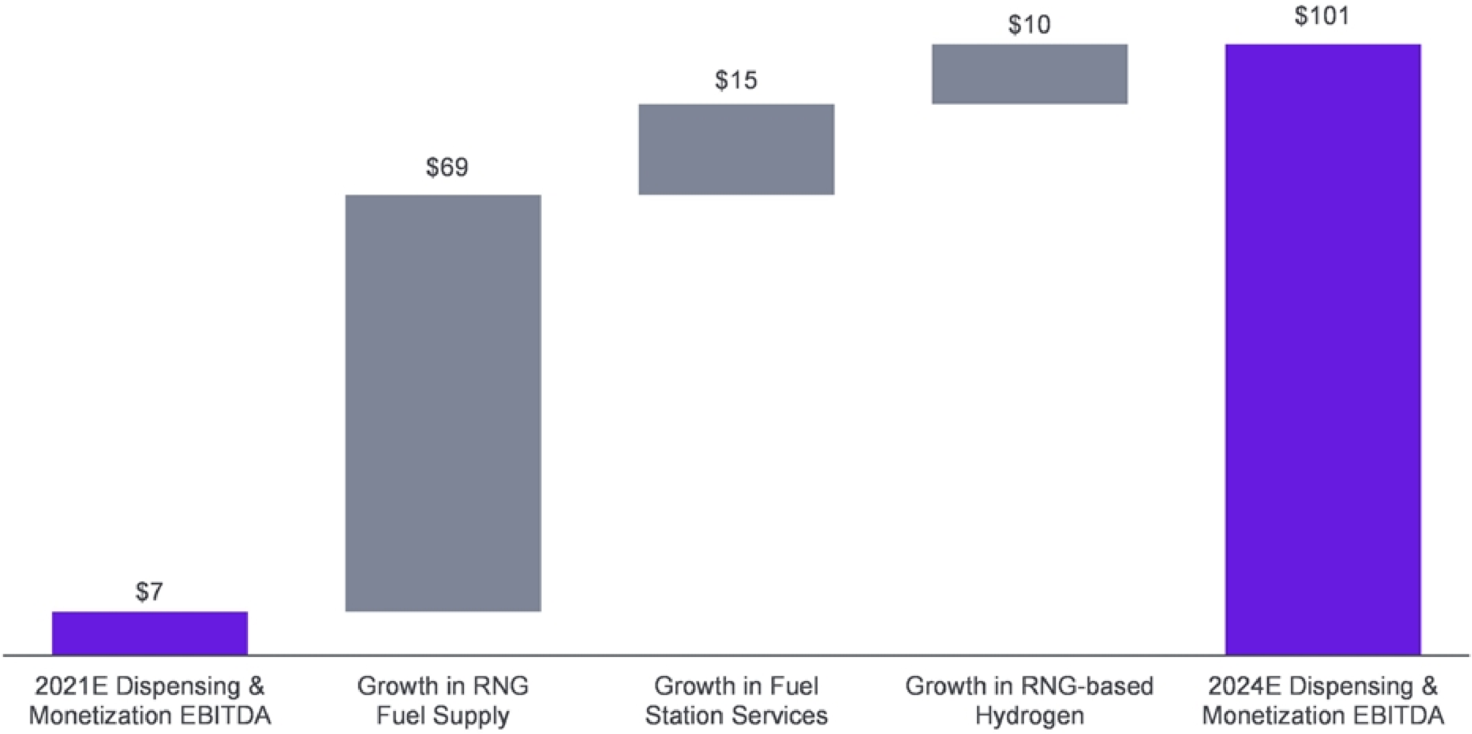
(1) Representative customer base shown only for illustrative purposes.

Dispensing & Monetization Segment

# OPAL Dispensing & Monetization Assets Poised to Deliver Predictable Growth

OPAL's portfolio of dispensing and monetization assets provide clear line of sight into and drive robust volume and EBITDA growth

**Dispensing & Monetization EBITDA ($MM)**

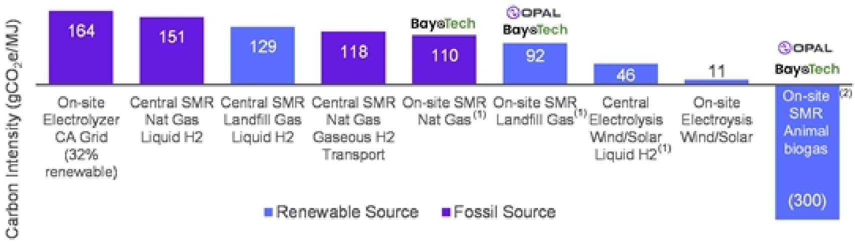


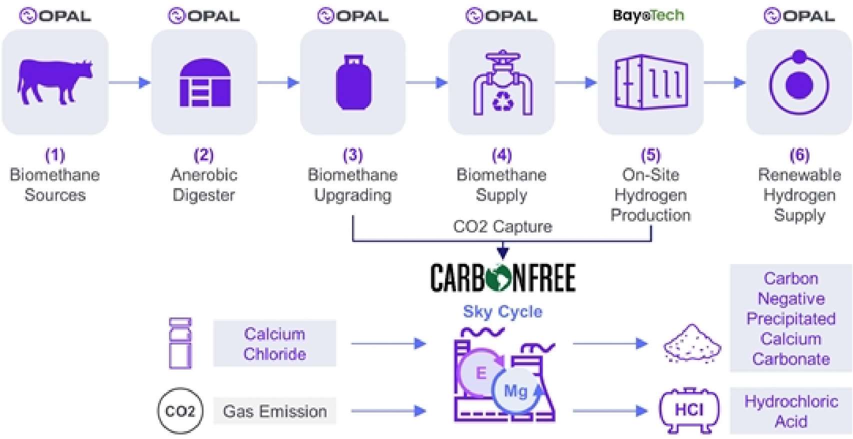

OPAL

Note: Refer to disclaimer on pages 2 and 3 regarding forward-looking statements and use of projections.

# Embedded and Actionable Hydrogen Fueling and CCS[1] Upside

Hydrogen Production Carbon Intensity by Source
Based on California Air Resources Board Methodology




## Hydrogen Fueling

BayoTech ON-SITE HYDROGEN

- Existing partnership between OPAL and BayoTech, a developer of on-site hydrogen generators and "gas-as-a-service" offerings
- Using BayoTech's technology paired with RNG, OPAL can offer **the most cost-effective green hydrogen available today**

NIKOLA

- Development partnership with Nikola to provide renewable hydrogen fueling stations and RNG for low carbon hydrogen supply

## Carbon Capture & Storage

CARBONFREE

- Carbonfree to develop and build carbon capture and utilization project to mineralize $CO_2$ from OPAL's RNG facilities

OPAL

Source: California Air Resources Board.
(1) CCS represents capture and storage of carbon dioxide from emissions.
(2) Calculated values estimated from existing pathways using CARB methodology.

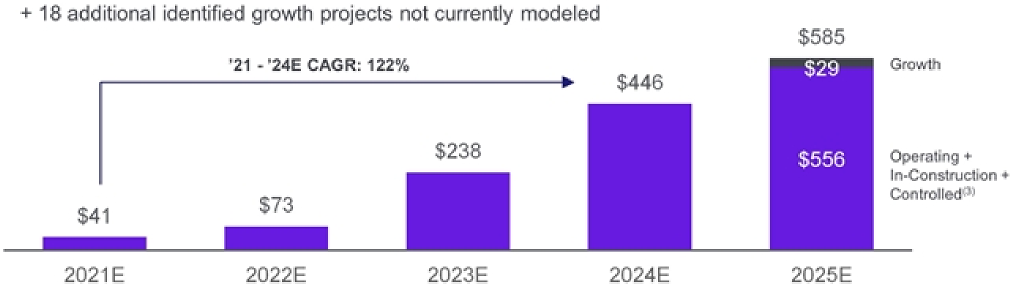
# Financial Summary

# Profitable Today with Robust Financial Profile

- **Profitable today**
  $41MM of adjusted EBITDA in 2021E
- **Visible near-term growth**
  122% EBITDA 2021E–2024E CAGR
- **Robust EBITDA margins**
  46% in 2024E
- **2024E EBITDA**
  $446MM (calendar) and $618MM(2) (run-rate) anchored by operating, in construction and controlled projects

**Revenue ($MM)**


**Adjusted EBITDA(1) ($MM)**



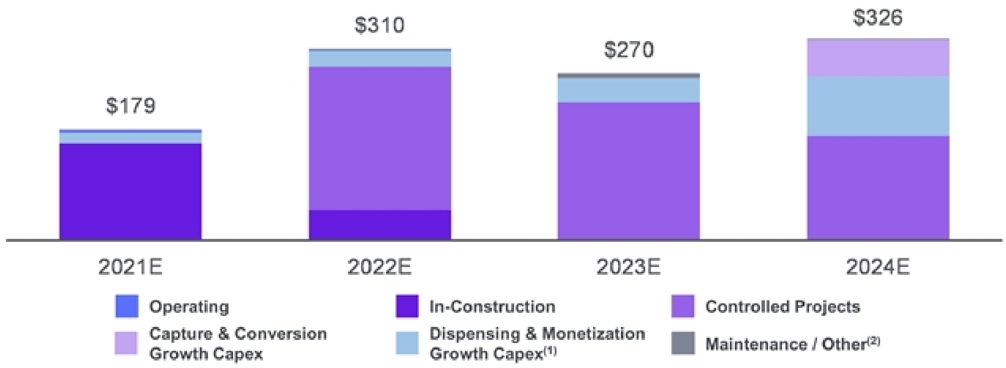

OPAL

Note: Refer to disclaimer on pages 2 and 3 regarding forward-looking statements and use of projections.
(1) Adjusted EBITDA = Operating Income plus expensed Major Maintenance at OPAL's Renewable Power business, Non-Cash Items and Minority Interest.
(2) Run rate represented by adjusted EBITDA + steady-state EBITDA of OPAL RNG supply projects in partial year operation and construction (including RNG growth).
(3) Projects under control based on identified projects in construction, late-stage or mid-stage development with gas or manure rights secured and other milestones achieved. Refer to page 42 for additional details.

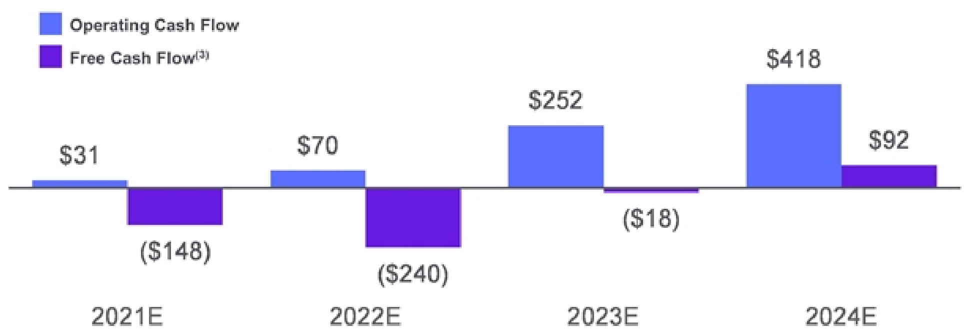
# Vertical Integration and Diversification Create Robust Recurring Cash Flow

- PIPE + preferred equity + TLA + operating cash flow are sufficient to fund the business plan. Cash from trust offers additional optionality
- Ratable capex plan, with ability to prioritize highest returning projects
- Strong operating / discretionary cash flow from 2023E
- Close to FCF break-even in 2023E and FCF positive in 2024E
- Ability to balance reinvestment and distributions in the medium-term

**Capex ($MM)**




**Cash Flow Profile ($MM)**




OPAL

Note: Refer to disclaimer on pages 2 and 3 regarding forward-looking statements and use of projections.
(1) Dispensing & Monetization growth capex includes capex associated with fuel station services, hydrogen fuel sales and RNG fuel sales.
(2) Other capex includes purchase of spare inventory.
(3) Free Cash Flow ("FCF") = Cash Flow provided by Operating Activities less Capex.

# Industry Metrics and Valuation Framework

# OPAL's Valuation in Context

## OPAL Key Differentiators

- ✓ Vertical integration
- ✓ Superior growth from controlled projects
- ✓ High margins
- ✓ Visible hydrogen and CCS deployment

| | | OPAL | RNG | Hydrogen Disruptors | Biofuels |
|---|---|---|---|---|---|
| | | | Most comparable business peers<br>Varying degrees of vertical integration<br>RIN and LCFS exposure | Hydrogen and decarbonization focus<br>Enormous addressable market and high growth<br>Energy transition disruptors with technology deployment | Energy transition of existing infrastructure through low carbon fuels<br>Feedstock supply and product price spread risk |
| | | | AMERESCO, Clean Energy, Montauk energy, Anaergia, ARCHAEA ENERGY | BALLARD, Bloomenergy, PLUG POWER | NESTE |
| Value Metrics | '22E EBITDA | 24.0x | 25.0x | NM | 17.0x |
| | '23E EBITDA | 7.4x | 16.9x | 55.5x | 14.1x |
| | '24E EBITDA | 3.9x | 14.3x | 41.8x | 13.2x |
| Financial Metrics | '21E - '24E EBITDA CAGR | 122% | 51% | 68% | 18% |
| | '21E EBITDA Margin | 24% | 18% | NM | 13% |
| | '24E EBITDA Margin | 46% | 30% | 16% | 16% |



Source: FactSet. Market Data as of 10/1/2021.
Note: Metrics shown represent the median. Refer to disclaimer on pages 2 and 3 regarding forward-looking statements and use of projections.

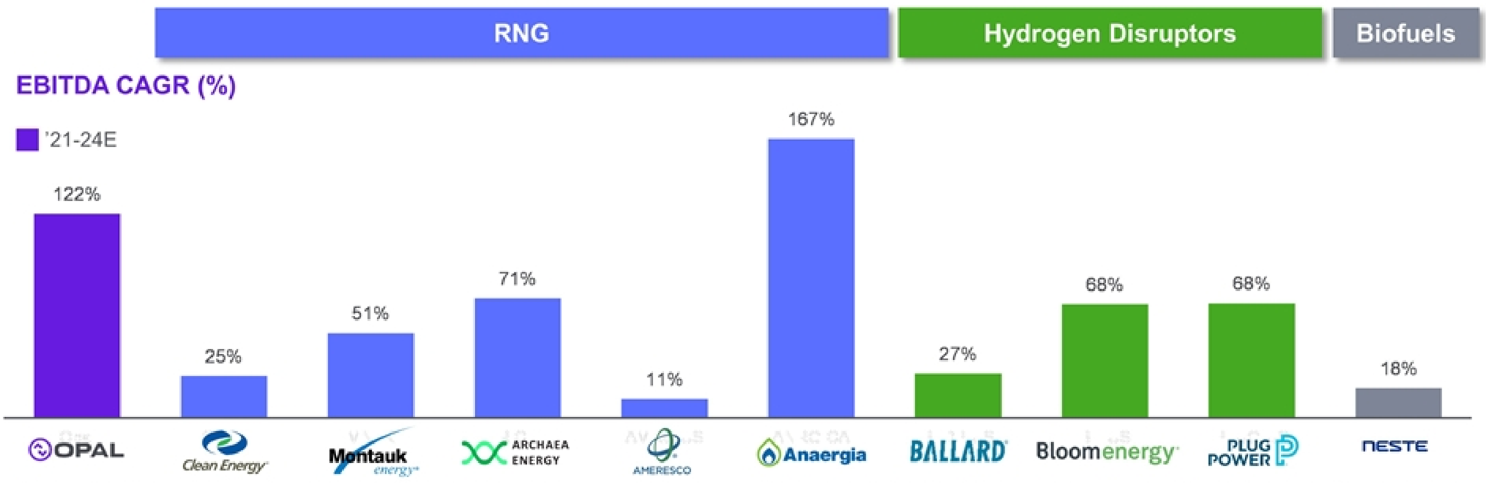
## RNG Benchmarking

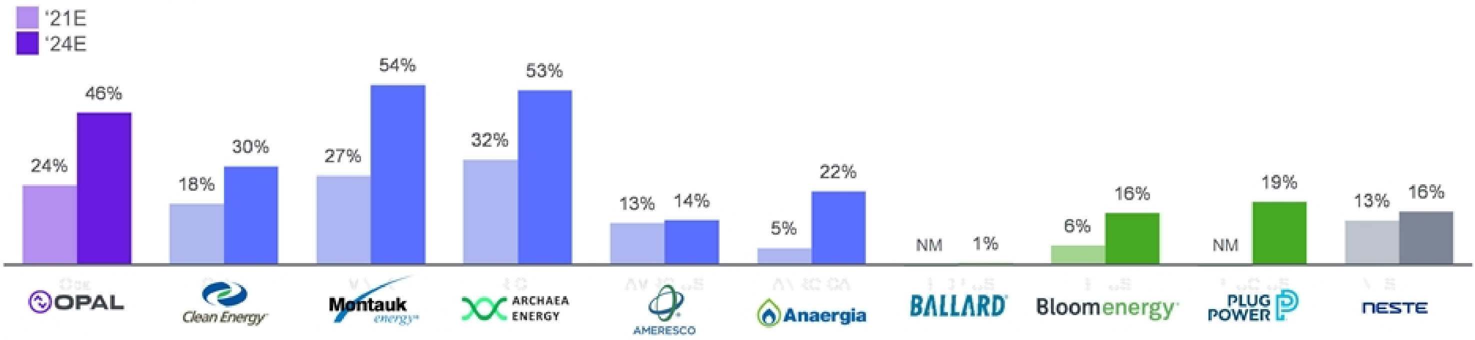
| | OPAL | Clean Energy | Montauk energy | Archaea Energy | Ameresco | Anaergia |
|---|---|---|---|---|---|---|
| Vertically Integrated Business Strategy | ✓ | ✓ | ✗ | ✗ | ✗ | ✗ |
| Long-Term Control of Landfill and Livestock Fuel Source | ✓ | ✓ (1) | ✓ | ✓ | ✓ | ✗ |
| Visible Hydrogen And Carbon Capture Deployment | ✓ | ✓ | ✗ | ✓ | ✗ | ✗ |
| Identified Growth(2) | 122% | 25% | 51% | 71% | 11% | 167% |
| High Margins(3) | 46% | 30% | 54% | 53% | 14% | 22% |
| FV / '24 EBITDA | 3.9x | 14.3x | 15.1x | 7.2x | 18.5x | 8.9x |

OPAL

Source: Public disclosures and FactSet. Market Data as of 10/1/2021.
Note: Refer to disclaimer on pages 2 and 3 regarding forward-looking statements and use of projections.
(1) In March 2021, Clean Energy Fuels, BP, and Total announced a JV to develop RNG production facilities.
(2) 2021E – 2024E EBITDA CAGR.
(3) 2024E EBITDA Margin.

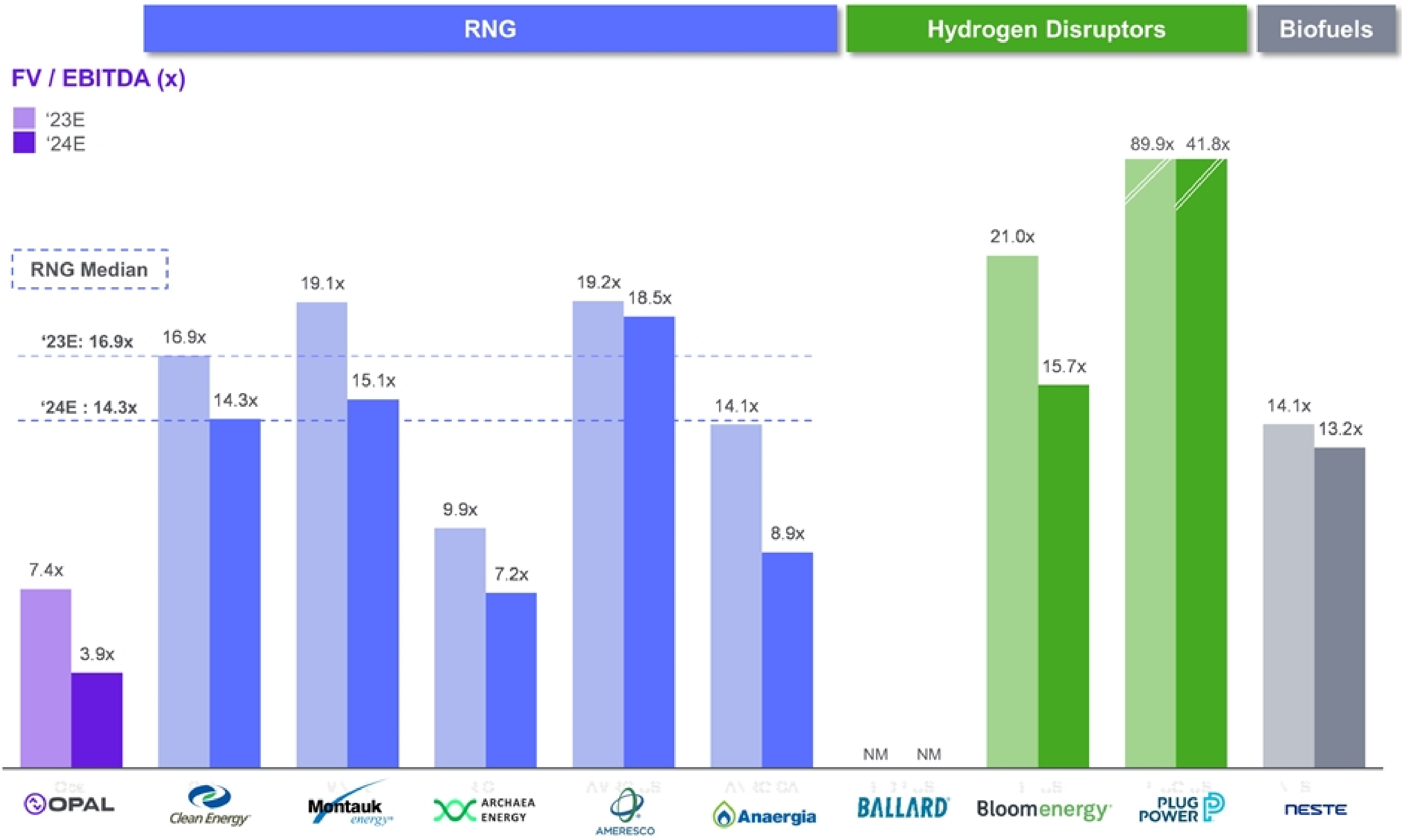
# Operational Benchmarking: Exceptional Growth and Margins Relative to Peers




Source: Company filings, FactSet. Market data as of 10/1/2021.
Note: Refer to disclaimer on pages 2 and 3 regarding forward-looking statements and use of projections.

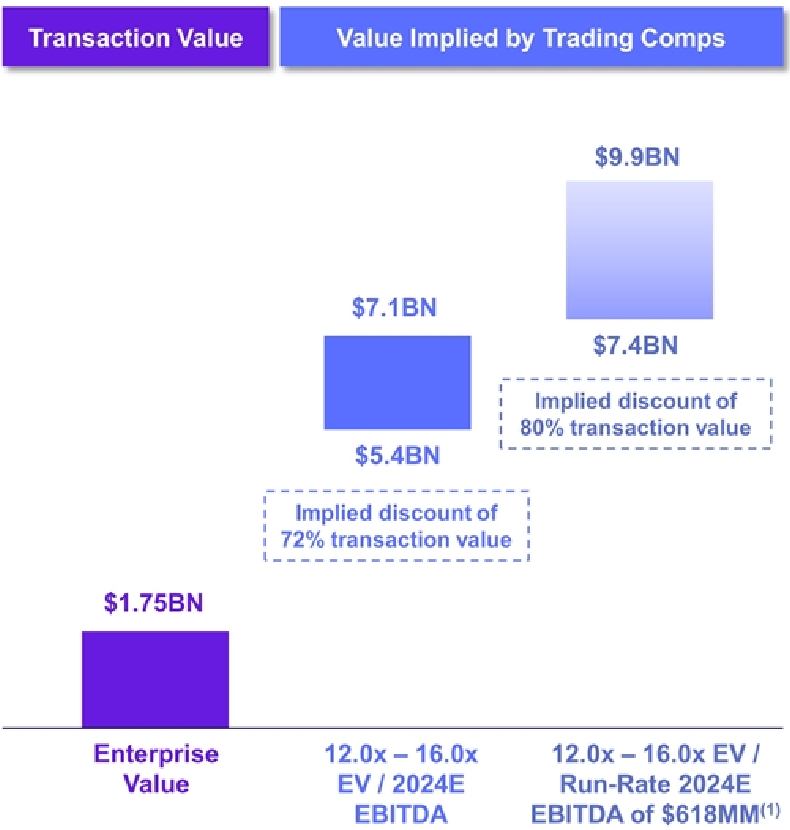
# Valuation Benchmarking: Transaction Value Represents Significant Discount to Peer Group




OPAL

Source: Company filings, FactSet. Market data as of 10/1/2021.
Note: Refer to disclaimer on pages 2 and 3 regarding forward-looking statements and use of projections.

# Transaction Pricing vs. Implied Value

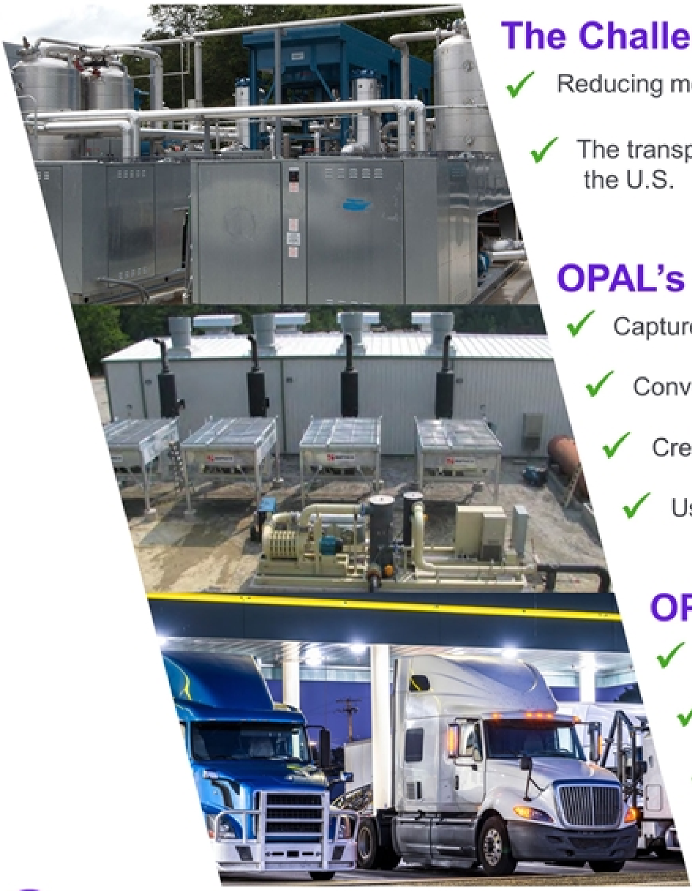



- Apply a range of 12.0x to 16.0x to OPAL's 2024E EBITDA based on RNG peer median midpoint of 14.3x
- Multiples range reflects a discount to RNG public comparables underscoring upside to transaction value

| | EBITDA ($MM) | Assumed Multiples (x) | | | | | |
|---|---|---|---|---|---|---|---|
| FV / 24E EBITDA | $446 | 3.9x | 8.0x | 10.0x | 12.0x | 14.0x | 16.0x |
| | EBITDA ($MM) | Implied Multiples (x) | | | | | |
| FV / 23E EBITDA | $238 | 7.4x | 15.0x | 18.8x | 22.5x | 26.3x | 30.0x |
| Implied Enterprise Value ($BN) | | $1.75 | $3.57 | $4.46 | $5.35 | $6.24 | $7.14 |

Source: FactSet. Market data as of 10/1/2021.
Note: Illustrative share price excludes current shareholders earnout linked to 2024 EBITDA outperformance. Refer to disclaimer on pages 2 and 3 regarding forward-looking statements and use of projections.
(1) Run rate represented by adjusted EBITDA + steady-state EBITDA of OPAL RNG supply projects in partial year operation and construction (including RNG growth).

# OPAL: Solving Two Climate Crises with One Vertically Integrated Platform



## The Challenges

- ✓ Reducing methane emissions is the most immediate step to slow climate change
- ✓ The transportation sector is the number one greenhouse gases emitter in the U.S.

## OPAL's Solution

- ✓ Capture methane emissions from landfills and livestock
- ✓ Convert emissions into RNG
- ✓ Create the infrastructure to supply RNG to the transportation sector
- ✓ Use RNG to replace diesel, reducing emissions from transportation

## OPAL's Unique Opportunity

- ✓ Maximizes value for landfill and dairy partners
- ✓ Heavy duty fleet customers save money *and* reduce emissions
- ✓ OPAL shareholders benefit from substantial, profitable growth
- ✓ Society benefits from elimination of methane and diesel emissions

OPAL

# Appendix

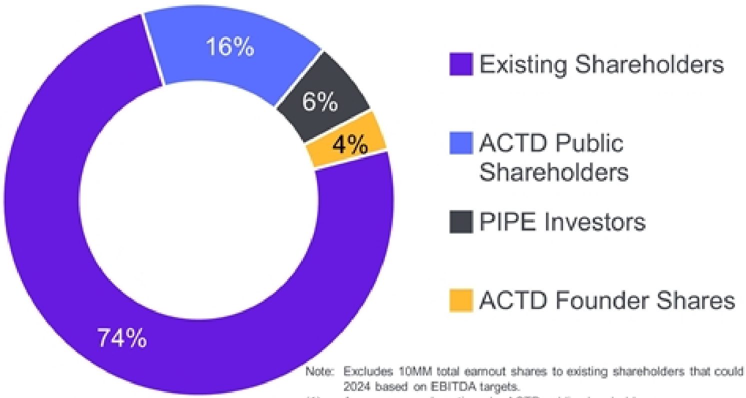
# Transaction Overview

## Illustrative Pro-Forma Valuation[1][2][3]

### Pro-Forma Capitalization ($MM)

| | |
|---|---|
| Shares Outstanding[4] | 198.1 |
| (x) Illustrative Share Price | $10.00 |
| **Equity Value[4]** | **$1,981** |
| (-) Cash[5] | (604) |
| (+) Preferred Equity[6] | 130 |
| (+) Debt[7] | 118 |
| (+) TLA[8] | 125 |
| **Enterprise Value** | **$1,750** |

### Pro-Forma Share Ownership[1][2][3]




## Illustrative Sources & Uses

### Sources ($MM)

| | |
|---|---|
| ACTD Cash in Trust[1] | $311 |
| PIPE Proceeds | 125 |
| Existing Shareholder Equity Rollover[4] | 1,475 |
| ACTD Founder Shares[3] | 70 |
| **Total Sources** | **$1,981** |

### Uses ($MM)

| | |
|---|---|
| Cash to Balance Sheet[9] | $401 |
| Existing Shareholder Equity Rollover[4] | 1,475 |
| ACTD Founder Shares[3] | 70 |
| Illustrative Fees & Expenses[10] | 35 |
| **Total Uses** | **$1,981** |

OPAL

Note: Excludes 10MM total earnout shares to existing shareholders that could vest in 2023 and 2024 based on EBITDA targets.
(1) Assumes no redemptions by ACTD public shareholders.
(2) Pro-forma valuation and pro-forma ownership at $10.00 per share. Excludes the dilutive impact of ACTD public warrants and Sponsor warrants with an $11.50 exercise price. Excludes the impact of the new, to-be-established equity incentive plan.
(3) Excludes 0.78MM founder shares subject to earnout, vesting ratably at $12.50 and $15.00.
(4) 50% of the $50MM outstanding convertible note is converted to equity as part of the de-SPAC transaction.
(5) Includes $53MM of OPAL's existing project-level cash as of 6/30/2021.
(6) Includes $30MM of expected Preferred Equity issuance in exchange of contribution of minority ownership stakes in certain RNG projects to Opal by an affiliate of Fortistar.
(7) Includes $91MM of OPAL's existing project-level debt as of 6/30/2021.
(8) Expected $90MM available at closing with remainder available once 3 in-construction projects are online and contributed to the borrower.
(9) Cash to balance sheet may be used to fund growth or pay down debt.
(10) Illustrative fees and expenses are preliminary and subject to confirmation.

# Summary of Forecast

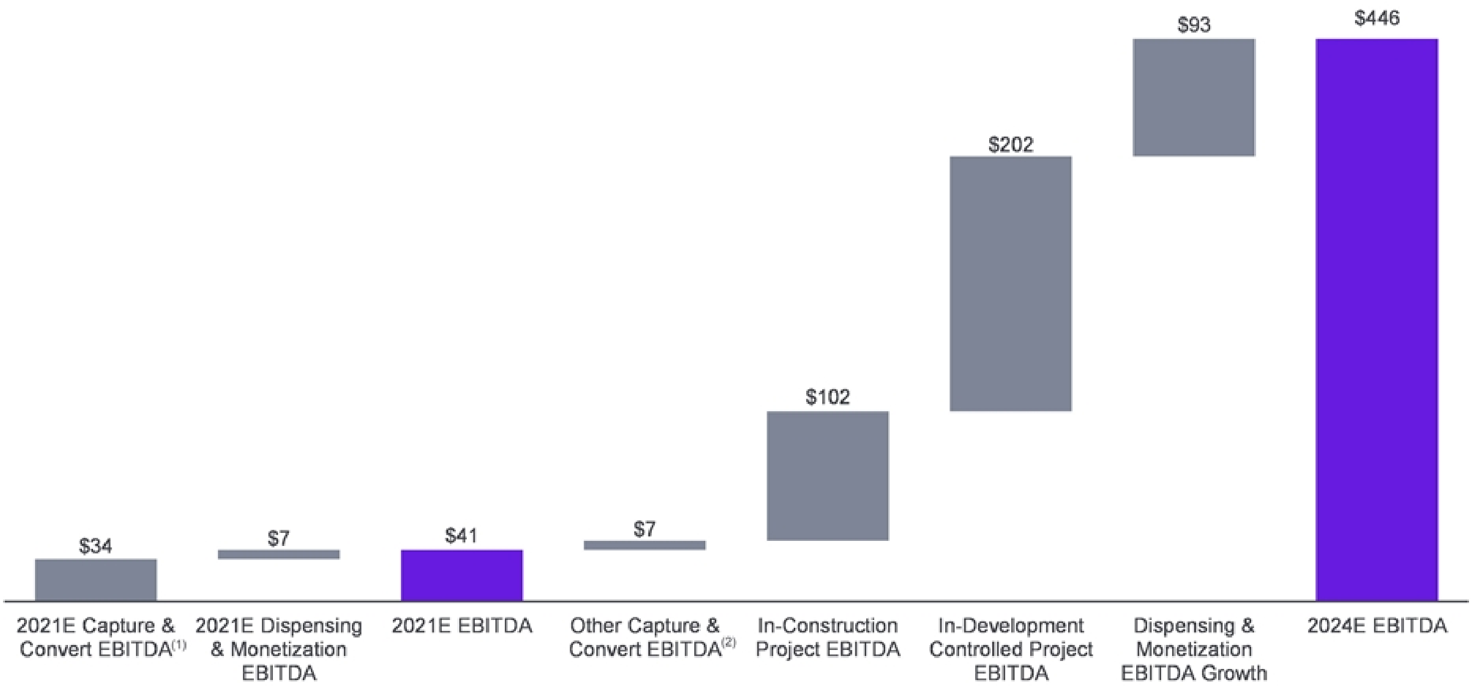
| $ in mm, except where noted | 2021E | 2022E | 2023E | 2024E | 2025E | CAGR[1] |
|---|---|---|---|---|---|---|
| Gasoline Gallon Equivalent Sold | 20,977 | 45,123 | 117,187 | 149,876 | 183,331 | *71.9%* |
| RIN Price | $2.68 | $2.72 | $2.76 | $2.80 | $2.86 | |
| LCFS Price ($ / MT) | $205 | $212 | $212 | $214 | $215 | |
| **Revenue** | | | | | | |
| RNG Fuel | $64 | $174 | $498 | $813 | $1,054 | |
| Fuel Station Services | 57 | 82 | 104 | 133 | 165 | |
| Renewable Power | 48 | 40 | 26 | 23 | 22 | |
| Total Revenue | $169 | $296 | $628 | $968 | $1,241 | *64.5%* |
| Total Revenue Growth (%) | | 75% | 112% | 54% | 28% | |
| **Expenses** | | | | | | |
| Operating Expenses | ($119) | ($186) | ($322) | ($435) | ($566) | |
| G&A, net | (21) | (29) | (29) | (30) | (29) | |
| Non-Cash Items [2] | (11) | (23) | (45) | (57) | (76) | |
| Total Expenses | ($151) | ($238) | ($396) | ($522) | ($671) | |
| Operating Income | $18 | $58 | $232 | $446 | $570 | *136.6%* |
| Operating Income Margin (%) | 11% | 19% | 37% | 46% | 46% | |
| **Adjusted EBITDA** | | | | | | |
| Operating Income | $18 | $58 | $232 | $446 | $570 | |
| Major Maintenance at Renewable Power | 6 | 4 | 3 | 2 | 2 | |
| Non-Cash Items [2] | 11 | 23 | 45 | 57 | 76 | |
| Minority Interest [3] | 6 | (13) | (42) | (59) | (63) | |
| Adjusted EBITDA | $41 | $73 | $238 | $446 | $585 | *94.5%* |
| Adjusted EBITDA Margin (%) | 24% | 25% | 38% | 46% | 47% | |
| **Capital Expenditure** | | | | | | |
| Growth Capex | $177 | $307 | $262 | $324 | $267 | |
| Maintenance Capex (excl. Major Maintenance at Renewable Power) | 2 | 3 | 8 | 2 | 2 | |
| Total Capital Expenditure | $179 | $310 | $270 | $326 | $269 | |
| Cash Flow Provided by Operating Activities | $31 | $70 | $252 | $418 | $510 | |
| Unlevered Free Cash Flow | ($148) | ($240) | ($18) | $92 | $241 | |

OPAL

Note: RIN and LCFS price projections based on independent market study by ICF.
(1) Reflects 2021E – 2025E CAGR.
(2) Non-Cash Items includes Depreciation & Amortization, Asset Retirement Obligation, and Impairment costs. Beacon Accrued Royalty is recorded on an as-if paid basis; adjustment is made to reflect timing of expected cash flows.
(3) Minority interest: minority interest associated with OPAL's partners at RNG production projects.

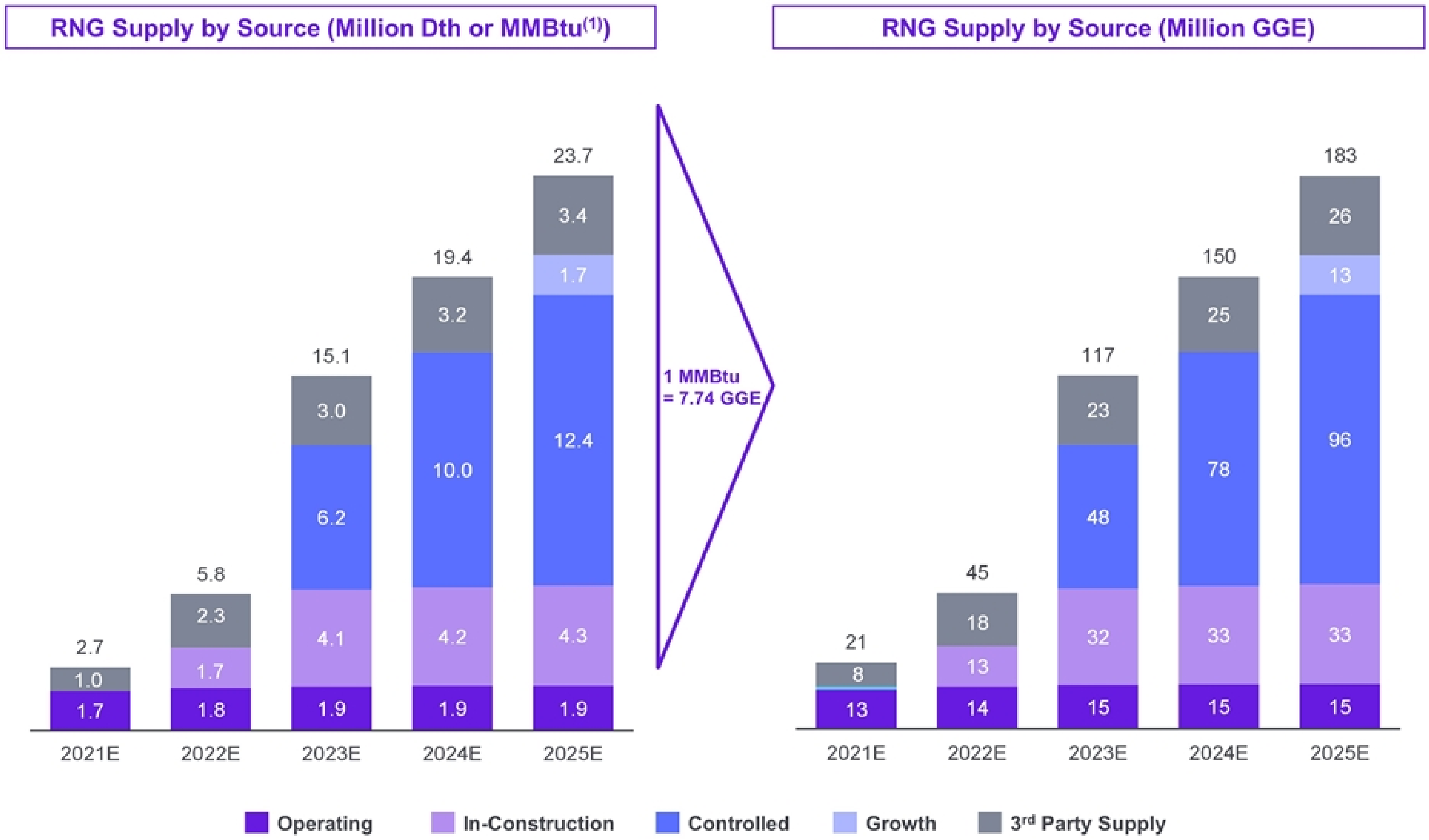
# OPAL Assets Poised to Deliver Predictable Growth Across Segments

**OPAL EBITDA ($MM)**




Note: EBITDA metrics shown reflect upstream business. Refer to disclaimer on pages 2 and 3 regarding forward-looking statements and use of projections.
(1) Represents 2021E net EBITDA. Gross EBITDA of $40MM. All 20 operating projects are currently wholly owned.
(2) Represents changes to Capture and Convert and Renewable Power EBITDA for projects operating in 2021 through 2024. Largest component represents increased ownership in existing Imperial / Greentree (e.g. Beacon) projects, which has already accrued.

# Volume Conversion from Dth or MMBtu to GGE




Note: Refer to disclaimer on pages 2 and 3 regarding forward-looking statements and use of projections.
(1) 1 MMBtu = 1 Dth.

## Growth Portfolio with Critical Milestones Met

- Each LFG and Dairy project has multiple milestones to pass before it can start construction
- Late-stage projects are those where all the milestone steps have been completed or initiated
- Mid-stage projects are those where certain milestone steps have been completed but not all the steps have been started
- The table on the right details the critical and non-critical milestones and late-stage and mid-stage projects' status for each category of the milestones

| | | | Late-Stage | Mid-Stage |
|---|---|---|---|---|
| LFG to RNG Projects | Critical Milestones | • LRG Analysis<br>• LFG Curve / Volume Confirmation<br>• Plant Size<br>• Gas Interconnection<br>• Gas Rights Executed<br>• EPC Agreement Executed | In process or completed | In process or completed |
| | Non-Critical Milestones | • Site Visit<br>• Geotech Study<br>• Electric Interconnection<br>• Zoning<br>• Building / Construction Permit<br>• Environmental Permit | In process or completed | Certain Items have not started |
| Dairy to RNG Projects | Critical Milestones | • Environmental Permit<br>• Manure Analysis<br>• Gas Production Verification<br>• Plant Site<br>• Gas Interconnection<br>• Electric Supply / Interconnect<br>• Manure Rights Executed<br>• EPC Agreement Executed<br>• LCFS / CI Verification | In process or completed | In process or completed |
| | Non-Critical Milestones | • Site Visit<br>• Geotech Study<br>• Zoning<br>• Building / Construction Permit<br>• Environmental Permit | In process or completed | Certain Items have not started |

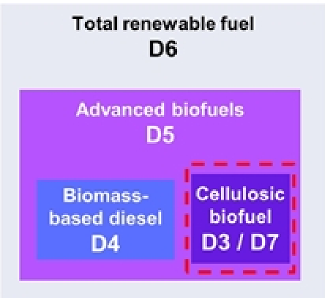
OPAL

# Capturing the Value of Federal RIN Market

- The Renewable Fuel Standard ("RFS") mandates the incorporation of renewable content into transportation fuels in the U.S. and has significantly changed the transportation fuel landscape since its passage in 2005
- A Congressional mandate underpins RFS; an act of Congress is required to amend the program
- Biden Administration poised to support more stringent RVO baselines and push internal state-mandated fuel standards providing tailwinds to RIN pricing
- Production and dispensing of renewable fuel creates RINs and are the "currency" of the RFS program

## Overview of RIN classifications

- **OPAL produces cellulosic biofuels, which qualify for D3 RINs and have been below RFS mandates, creating a market shortage of D3 RINs**
- **Benefits of D3 RIN classification for OPAL's RNG**
  1. D3 RIN volume obligations are expected to increase materially in 2021
  2. Increasing volume obligations and limited RNG supply help D3 RINs clear at a significant premium to other renewable fuels




**Renewable fuel (D6)**
• Blending corn-based ethanol into gasoline

**Advanced biofuel (D5)**
• Blending sugar-cane based ethanol or biobutanol into gasoline

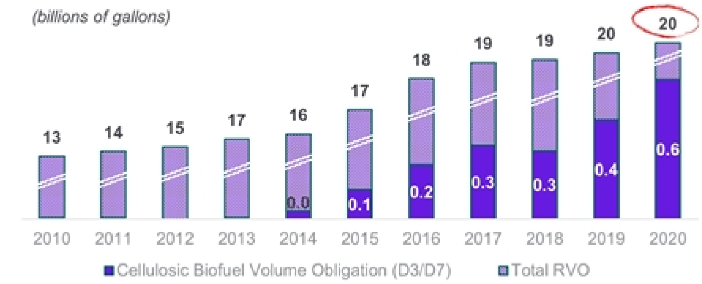
**Biomass based diesel RIN (D4)**
• Blending diesel made from soybean oil or animal fats into diesel

**Cellulosic biofuel RIN (D3)**
• Blending ethanol made from cellulosic material (e.g. biomethane) into gasoline

## Renewable volume obligation ("RVO") standards support D3 RIN pricing

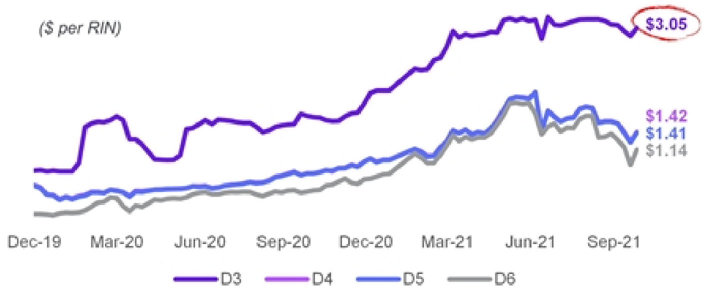
### Cellulosic RVO's through time

1. Sharp increases in the Federal requirement of cellulosic biofuel volume obligations accrues to the benefit of OPAL as a producer of LFG and Dairy RNG




### Historic RIN price performance

2. Current D3 RIN valued at **$35.77/MMBtu**, representing **approximately 10x** the value of traditional natural gas

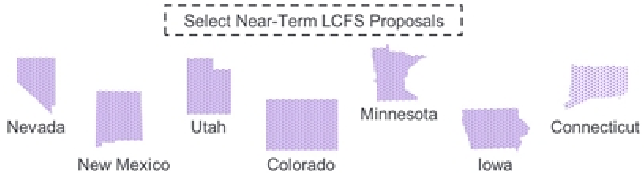



Source: EPA and Wall Street research.
Note: RIN pricing as of 10/1/2021. Illustrative natural gas price of $3.50/MMBtu.

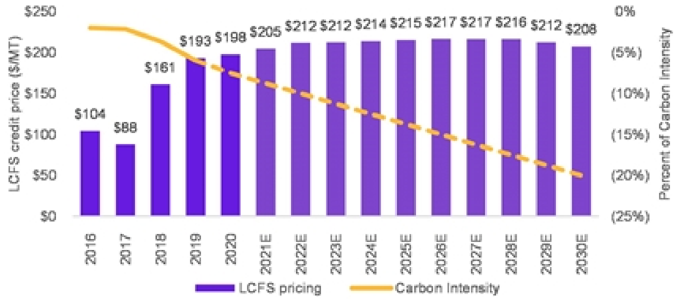
# State Level LCFS Markets Create Strong Value Proposition

- Established in 2007, the California LCFS is a market-based program designed to reduce transportation-driven greenhouse gas emissions in the state
- The program is administered by the California Air Resource Board ("CARB"), which sets annual CI standards
- Fuels in the California transportation fuel pool that have a CI lower than the target established by CARB generate LCFS credits, those with CI's higher than the annual standard generate deficits
- A fuel producer with deficits must have enough credits through generation and acquisition to be in annual compliance with the annual standard
- **Key value drivers for OPAL:**
  1. California was a first mover, pioneering the LCFS market design, but other states and provinces are introducing similar markets; Amazon recently announced publically its support for the LCFS proposal in Washington State
  2. Over time CI targets become more stringent, providing support for higher credit prices
  3. RNG from dairy facilities like those owned by OPAL produce the highest carbon credits by volume of any transport fuel given this is a carbon negative process

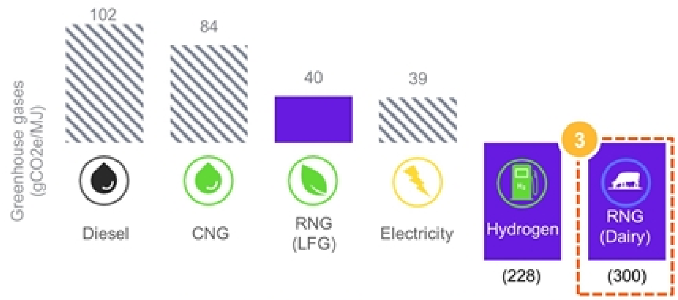

Ability to stack RIN and LCFS credits creates a highly attractive opportunity




## 2 California LCFS historical and projected pricing vs carbon intensity targets




## Carbon intensity of key transportation fuels




| | Diesel | CNG | RNG (LFG) | Electricity | Hydrogen | RNG (Dairy) |
|---|---|---|---|---|---|---|
| 2021 $/GGE:[1] | ($0.46) | ($0.01) | $1.10 | $1.13 | $7.86 | $9.68 |
| 2030 $/GGE:[2] | ($0.76) | ($0.30) | $0.83 | $0.85 | $7.69 | $9.53 |

OPAL

Source: California Air Resource Board, OPAL provided materials and ICF RNG Market Report. See LCFS calculator page in appendix for more details.
Note: Carbon intensity of hydrogen is based on dairy RNG as the feedstock. Proposed LCFS program in Washington is pending gubernatorial signature.
(1) Assumes $205 LCFS credit price.
(2) Assumes $208 LCFS credit price and CI Standard of 80.36.

# LCFS Credits Formula

**Formula for LCFS Calculation**

$$\text{Number of LCFS Credits per MMBtu} = \text{EnergyDensity}_{fuel} \times \frac{\text{Lower Heating Value (LHV)}}{\text{Higher Heating Value (HHV)}} \text{ of Natural Gas} \times \left(CI^{i}_{standard} \times EER_{fuel} - CI_{fuel}\right) \times 10^{-6}$$

Where:

- $\text{EnergyDensity}_{fuel}$: the energy density of the fuel of interest in units of MJ per unit of fuel (e.g., MJ/MMBtu)
- LHV/HHV of Natural Gas: the application of interest (i.e., light-duty/heavy-duty vehicle applications). Equivalent to 0.903 (constant)
- $EER_{fuel}$: the energy economy ratio of the fuel of interest, such as CNG
- $CI^{i}_{Standard}$: refers to the carbon intensity of the standard in a given year
- $CI_{fuel}$: the carbon intensity of the fuel of interest

**Calculation Example for RNG from Dairy**

Assumptions:

- $\text{EnergyDensity}_{fuel}$: 1,055.06
- LHV/HHV of Natural Gas: 0.903
- $EER_{fuel}$: 0.9
- $CI^{i}_{Standard}$: 92.92
- $CI_{fuel}$: (300)

| | | |
|---|---|---|
| LCFS per MMBtu | Formula | # of LCFS per MMbtu = 1,055.06 x 0.903 x (92.92 x 0.9 – (-300)) x $10^{-6}$ = 0.3655 |
| | Sample Calculation | 1 MMbtu receives \$205[1] x 0.3655 = \$74.93 worth of LCFS |
| LCFS per GGE | Formula | 1 GGE = 1 / 7.74 MMbtu |
| | Sample Calculation | 1 GGE created from RNG (dairy) receives \$74.93 / 7.74 = \$9.68 worth of LCFS |

OPAL

Source: ICF.
(1) ICF. California LCFS Credit price forecasted for 2021.

# Pricing Scenarios: Attractive Valuation Relative to Peers Even in Downward Price Sensitivities

| Illustrative Enterprise Value ($BN) | | | $1.75 | $2.00 | $2.50 | $3.00 | $3.50 | $4.00 |
|---|---|---|---|---|---|---|---|---|
| RIN ($) | LCFS ($/MT) | '24E EBITDA ($MM) | Implied EV / 2024E EBITDA Multiples (x) | | | | | |
| $3.50 | $250 | $539 | 3.2x | 3.7x | 4.6x | 5.6x | 6.5x | 7.4x |
| $3.00 | $225 | $473 | 3.7x | 4.2x | 5.3x | 6.3x | 7.4x | 8.5x |
| ICF Price Assumptions | | $446 | 3.9x | 4.5x | 5.6x | 6.7x | 7.8x | 9.0x |
| $2.50 | $175 | $406 | 4.3x | 4.9x | 6.2x | 7.4x | 8.6x | 9.9x |
| $2.00 | $150 | $339 | 5.2x | 5.9x | 7.4x | 8.8x | 10.3x | 11.8x |

Note: ICF Price assumptions. Excludes earnout shares. Refer to disclaimer on pages 2 and 3 regarding forward-looking statements and use of projections.

# Risk Factors

**<u>Risks Related to Government Regulation of Our Businesses and Our Third Party Relationships</u>**

We are dependent on contractual arrangements with, and the cooperation of, landfill and livestock waste site owners and operators, on which we operate our landfill gas and livestock waste projects that generate electricity and renewable natural gas (collectively, "Renewable Projects"), for access to and operations on their sites. These site owners generally make no warranties to us as to the quality or quantity of gas produced. We may be impacted due to operational issues encountered by these site owners in operating their facilities, such as, among other things: their ability to perform in accordance with their commitments to third parties (other than us) under agreements and permits; transportation, herd health and labor issues at the livestock waste production facilities dependent on contracted manure supplies; and gas collection issues such as broken pipes, ground water accumulation and inadequate landcover, as well as the particular character and mix of trash received, at the landfill gas facilities. • We from time to time face disputes or disagreements with landfill and livestock waste project owners and operators on existing or proposed projects, which could materially impact our ability to continue to operate an existing project on its current basis or at all, delay or eliminate our ability to secure the rights to or complete a proposed project, or impact our ability to identify and successfully secure the rights to construct and operate other future projects. • We are dependent on the production of vehicles and engines in our key customer and geographic markets by vehicle and engine manufacturers, over which we have no control. • Failure of third parties to manufacture quality products or provide reliable services in a timely manner could cause delays in developing and operating our projects, which could damage our reputation, adversely affect our partner relationships or adversely affect our growth. • Our operations are subject to numerous stringent environmental, health and safety laws and regulations that may expose us to significant costs and liabilities. From time to time, we have been issued violations from governmental bodies that our operations have failed to comply with such laws and regulations, particularly in regards to the operation of our landfill gas electric generating facilities. Failure to comply with these laws and regulations may result in the assessment of sanctions, including administrative, civil or criminal penalties, the imposition of investigatory or remedial obligations, and the issuance of orders limiting or prohibiting some or all of our operations. • Existing federal, state and local regulations and policies, including permitting requirements applicable to us, future changes to these regulations and policies, and enactment of new regulations and policies may present technical, regulatory and economic barriers to the generation, purchase and use of renewable natural gas ("RNG") and electricity, and may adversely affect the market for the environmental attributes associated with the production of RNG and electricity. • A failure on our part to comply with any laws, regulations or rules, applicable to us may adversely affect the Combined Company's business, investments and results of operations. • Our landfill and livestock waste site owners and operators are also subject to extensive federal, state and local regulations and policies, including permitting requirements, on account of their separate operations. Any failure on their part to comply with any laws, regulations or rules, applicable to them may also adversely affect the Combined Company's business, investments and results of operations. • The financial performance of our business depends upon tax and other governmental incentives for the generation of renewable electricity and RNG, any of which could change at any time and such changes may negatively impact our growth strategy. • We rely on interconnection, transmission and pipeline facilities that we do not own or control and that are subject to constraints within a number of our regions. If these facilities fail to provide us with adequate capacity or have unplanned disruptions, we may be restricted in our ability to deliver electric power and RNG to our customers and we may either incur additional costs or forego revenues. • We rely on third party utility companies to provide our Renewable Projects with adequate utility supplies, including sewer, water and electricity, in order to operate our Renewable Project facilities. Any failure on the part of such providers to adequately supply our facilities with such utilities, including any prolonged period of loss of electricity, may have an adverse effect on our business and results of operations. • The demand for RNG, environmental attributes and renewable electricity depends in part on mandates instituted voluntarily by our private-sector purchasers, which may change in the future in ways that negatively affect our business. • We are subject to risks associated with litigation or administrative proceedings that could materially impact our operations, including proceedings in the future related to projects we subsequently acquire. • We currently own, and in the future may acquire, certain assets in which we have limited control over management decisions, including through joint ventures, and our interests in such assets may be subject to transfer or other related restrictions. • Our gas rights agreements, power purchase agreements, fuel-supply agreements, RNG dispensing agreements and other agreements, including contracts with owners and operators of landfill and livestock waste project sites, often contain complex provisions, including those relating to price adjustments, calculations and other terms based on gas price indices and other metrics, as well as other terms and provisions, the interpretation of which could result in disputes with counterparties that could materially affect our results of operations and customer or other business relationships.

**<u>Market Risks Related to Our Businesses</u>**

A reduction in the prices we can obtain for the environmental attributes generated from RNG, which include renewable identification numbers (RINs), low carbon fuel standard (LCFS) credits, and other incentives, could have a material adverse effect on our long-term business prospects, financial condition and results of operations. • A prolonged environment of low prices or reduced demand for RNG could have a material adverse effect on our long-term business prospects, financial condition and results of operations. • We face significant competition on the economics we are able to negotiate with our commercial and public fleet customers for dispensing RNG to them. • Our RNG is sold on a merchant pricing basis that exposes us to the risk of fluctuations in commodity prices. • Increases, decreases and general volatility in oil, gasoline, diesel, natural gas and RNG prices could adversely affect our business. • Increased rates of recycling and legislation encouraging recycling, increased use of waste incineration, advances in waste disposal technology, decreased demand for meat and livestock products, and downturns in the economy of the United States could decrease the availability or change the composition of waste for landfill and livestock waste gas. • We currently use, and may continue in the future to use, forward-sale and hedging arrangements, to mitigate certain risks, but the use of such arrangements could have a material adverse effect on our results of operations.

**<u>Risks Related to the Business and Industry of the Combined Company</u>**

*Risk Factors Relating to Our Methane Capture Business* • Our commercial success depends on our ability to identify, acquire, develop and operate Renewable Projects, as well as our ability to expand production at our current projects. • Acquiring existing Renewable Projects involves numerous risks, including potential exposure to pre-existing liabilities, unanticipated costs in acquiring and implementing the project, and lack of or limited experience in new geographic markets. • Our Renewable Projects face operational challenges customary to the renewable energy industry, including among other things the breakdown or failure of equipment or processes or performance below expected levels of output or efficiency due to normal wear and tear of our equipment, latent defects, design or operator errors, force majeure events, or lack of transmission capacity or other problems with third party interconnection and transmission facilities. • An unexpected reduction in RNG production by third party producers of RNG with whom we maintain marketing agreements to purchase RNG, or their inability or refusal to deliver such RNG as provided under those marketing agreements, may have a material adverse effect on our results of operations and could adversely affect associated dispensing agreements.

# Risk Factors (Cont'd)

• Construction, development and operation of our Renewable Projects involves significant risks and hazards customary to the energy and RNG industry, including among other things acquiring and transporting fuel, operating large pieces of rotating equipment and delivering our electricity and renewable natural gas to interconnection and transmission systems, as well as other activities, whether caused by us or a third party actor, that might result in fire, explosion, structural collapse or machinery failure. Among other things, we may not have adequate insurance, or insurance may be unavailable, to cover these risks and hazards, or other risks that are beyond our control. • Our failure to produce and deliver the specified quality or quantity of RNG could have a material adverse effect on our long-term business prospects, financial condition and results of operations, by subjecting us to, among other things, possible rejection of the RNG, loss of the environmental attributes associated with such RNG, and possible penalties or terminations under the various contractual arrangements under which we operate. • The success of our RNG projects depends on our ability to timely generate and ultimately receive certification of the environmental attributes associated with our RNG production and sale. A delay or failure in the certification of these environmental attributes could have a material adverse effect on the financial performance of our RNG projects. • Maintenance, expansion and refurbishment of our Renewable Projects involve the risk of unplanned outages or reduced output, resulting from among other things periodic upgrading and improvement, unplanned breakdowns in equipment, and forced outages. • In order to secure development, operational, dispensing and other necessary contract rights for our Renewable Projects, we typically face a long and variable development cycle that requires significant resource commitments and a long lead time before we realize revenues. • Our Renewable Projects may not produce expected levels of output, and the amount of electricity or renewable gas actually produced at each of our respective projects will vary over time. • Our business plans include expanding from renewable electricity and RNG production projects into additional transportation-related infrastructure, including production and development of hydrogen vehicle filling stations. Any such expansions may present unforeseen challenges and result in a competitive disadvantage relative to our more-established competitors in the markets into which we wish to expand.

*Risk Factors Relating to Our Dispensing Business.* • Our commercial success depends on our ability to identify, acquire, develop and operate public and private RNG fueling stations for public and commercial fleet vehicles, as well as supplying our customers with RNG for use as vehicle fuel. • Our ability to meet our obligations to supply RNG to our customer base is dependent on our ability to secure and maintain contract rights to sufficient supply of RNG and the associated environmental attributes. • Our gas rights and RNG dispensing agreements are subject to certain conditions. A failure to satisfy those conditions could result in the loss of gas rights or the termination of an RNG dispensing agreement. • Our gas marketing agreements require us to dispense gas up to contracted ceiling levels, and our failure to do so could result in a requirement for us to pay significant make-whole payments to the counterparty. • Our success is dependent on the willingness of commercial fleets and other customers to adopt, and continue use of, our vehicle fuels, which may not occur in a timely manner, at expected levels or at all. • Our vehicle fleet customers may choose to invest in renewable vehicle fuels other than RNG. • Our customer base in our RNG dispensing business is comprised of a limited number of customers, some of whom account for a significant portion of our recurring revenue. • Acquisition, financing, construction, and development of RNG fueling station projects by us or our partners that own projects may not commence on anticipated timelines or at all. The risks include, among other things, difficulties in identifying, obtaining, and permitting suitable sites for new projects; failure to obtain all necessary rights to land access and use; inaccuracy of assumptions with respect to the cost and schedule for completing construction; delays in deliveries or increases in the price of equipment; permitting and other regulatory issues, license revocation and changes in legal requirements; increases in the cost of labor, labor disputes and work stoppages; failure to receive quality and timely performance of third-party services; unforeseen engineering and environmental problems; cost overruns; accidents involving personal injury or the loss of life; and weather conditions, catastrophic events, including fires, explosions, earthquakes, droughts and acts of terrorism, and other force majeure events. • Our RNG fueling station construction activities for commercial fleets and other customers are subject to business and operational risks, including predicting demand in a particular market or markets, land use, permitting or zoning difficulties, responsibility for actions of sub-contractors on jobs in which we serve as general contractor, potential labor shortages due to the COVID-19 pandemic or otherwise, and cost overruns.

*Risk Factors Relating to Our Business in General.* • Certain of our facilities are newly constructed or are under construction and may not perform as we expect. • Our contracts with governmental entities may be subject to unique risks, including possible termination of or reduction in the government programs under which we operate, instances in which our contract provisions allow the governmental entity to terminate, amend or change terms at their convenience, and competitive bidding processes for the award of contracts. • Our level of indebtedness could adversely affect our ability to raise additional capital to fund our operations and acquisitions. It could also expose us to the risk of increased interest rates and limit our ability to react to changes in the economy or our industry. • ArcLight and the Combined Company may be unable to obtain additional financing to fund our operations or growth. • Liabilities and costs associated with hazardous materials and contamination and other environmental conditions may require us to conduct investigations or remediation at the properties underlying our projects, may adversely impact the value of our projects or the underlying properties and may expose us to liabilities to third parties. • We have a history of accounting losses and may incur additional losses in the future. • Loss of our key management could adversely affect our business performance. • The Company's management team has limited experience in operating a public company such as ArcLight. • The COVID-19 pandemic and measures intended to reduce its spread have, and may continue to, adversely affect our business, results of operations and financial condition.

**Integration and Other Risks of the Combined Company**

• Some relationships with customers and suppliers may experience disruptions in connection with the Business Combination, which may limit the Combined Company's business. • The Company's operations may be restricted during the pendency of the Business Combination pursuant to terms of a business combination or similar agreement. • Subsequent to the consummation of the Business Combination, the Combined Company may be required to take write-downs or write-offs, or the Combined Company may be subject to restructuring, impairment or other charges that could have a significant negative effect on the Combined Company's financial condition, results of operations and the price of Common Stock. • The Company has identified significant deficiencies in its internal control over financial reporting. If the Company is unable to remediate these significant deficiencies, or if it identifies additional significant deficiencies, or any material weaknesses, in the future or otherwise fails to maintain an effective system of internal controls, it may not be able to accurately or timely report its financial condition or results of operations, which may adversely affect the Combined Company's business and stock price. • The Combined Company's failure to timely and effectively implement controls and procedures required by Section 404(a) of the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act") that will be applicable to it after the Business Combination is consummated could have a material adverse effect on its business. • The Combined Company will qualify as an "emerging growth company" within the meaning of the Securities Act, and if it takes advantage of certain exemptions from disclosure requirements available to emerging growth companies, it could make its securities less attractive to investors and may make it more difficult to compare its performance to the performance of other public companies.

# Risk Factors (Cont’d)

**Risks Relating to ArcLight and the Business Combination**

• The Company’s current majority stockholder is expected, following the Business Combination, to have control over all stockholder decisions of ArcLight because it controls a substantial majority of ArcLight’s voting power through “high vote” voting stock. Such majority stockholder may have potential conflicts of interest in connection with existing or proposed business relationships and decisions impacting the Combined Company and, even in situations where it does not have a conflict of interest, its interests in such matters may be different than the other stockholders. • Directors and officers of ArcLight may have potential conflicts of interest in recommending that stockholders vote in favor of approval of the Business Combination. • ArcLight has no operating history and its results of operations and those of the post-combination company may differ significantly from the unaudited pro forma financial data included in this presentation. • The Company’s operating and financial results forecasts may not prove accurate. • The Sponsor is liable to ensure that proceeds of the trust are not reduced by vendor claims in the event a Business Combination is not consummated. It has also agreed to pay for any liquidation expenses if a Business Combination is not consummated. Such liability may have influenced the its decision to agree to approve the Business Combination. • The consummation of the Business Combination will be, pursuant to a business combination or similar agreement if and when one is entered into, subject to a number of conditions and if those conditions are not satisfied or waived, the business combination agreement may be terminated in accordance with it terms and the Business Combination may not be completed. Termination of the business combination agreement, if one is entered into, could negatively impact ArcLight. • ArcLight and the Company may incur significant transaction costs in connection with the Business Combination. • ArcLight will not have a specified maximum redemption threshold. The absence of such a redemption threshold may make it possible for ArcLight to complete the Business Combination, even if a substantial majority of ArcLight’s public stockholders redeem their shares. • The ability of ArcLight’s public stockholders to exercise redemption rights with respect to a large number of ArcLight’s public shares may not allow ArcLight to complete the most desirable business combination or optimize the capital structure of the Combined Company. • The consummation of the proposed Business Combination is subject to a number of conditions and if those conditions are not satisfied or waived, the business combination agreement may be terminated in accordance with its terms and the Business Combination may not be completed. • The subscription agreement governing the terms of your purchase of Class A common stock is not cross-conditioned on the satisfaction by any other investor of their obligations under the subscription agreement entered into by such investor. • The exercise of ArcLight’s directors’ and officers’ discretion in agreeing to changes or waivers in the terms of the Business Combination Agreement may result in a conflict of interest when determining whether such changes to the terms of the Business Combination or waivers of conditions are appropriate and in ArcLight’s stockholders’ best interest. • If ArcLight is unable to complete the proposed Business Combination or another initial business combination by a prescribed deadline, ArcLight will cease all operations except for the purpose of winding up, redeeming 100% of the outstanding public shares and, subject to the approval of its remaining stockholders and the ArcLight board, dissolving and liquidating. In such event, third parties may bring claims against ArcLight and, as a result, the proceeds held in the trust account could be reduced and the per-share liquidation price received by stockholders could be less than $10.00 per share. • ArcLight’s stockholders may be held liable for claims by third parties against ArcLight to the extent of distributions received by them. In the event ArcLight distributes the proceeds in the trust account to its public stockholders and subsequently files a bankruptcy petition or an involuntary bankruptcy petition is filed against ArcLight that is not dismissed, a bankruptcy court may seek to recover such proceeds, and ArcLight may be exposed to claims of punitive damages. If, before distributing the proceeds in the trust account to ArcLight’s public stockholders, ArcLight files a bankruptcy petition or an involuntary bankruptcy petition is filed against ArcLight that is not dismissed, the claims of creditors in such proceeding may have priority over the claims of our stockholders and the per share amount that would otherwise be received by ArcLight’s stockholders in connection with ArcLight’s liquidation may be reduced. • Activities taken by existing ArcLight stockholders to increase the likelihood of approval of the Business Combination and the other transactions contemplated in connection therewith could have a depressive effect on ArcLight’s stock. • Neither the ArcLight Board nor any committee thereof will obtain a third-party valuation in determining whether or not to pursue the proposed Business Combination.

**Risks Relating to Ownership of ArcLight Common Stock Following the Business Combination**

• ArcLight’s only material assets following consummation of the Business Combination will be its indirect interests in the Company (the “Opco Partnership”), and ArcLight is accordingly dependent upon distributions from the Opco Partnership to pay dividends and taxes and other expenses. • ArcLight’s debt facilities also impose or may in the future impose certain restrictions on the Company’s subsidiaries making distributions to the Company. • If ArcLight were deemed an “investment company” under the Investment Company Act of 1940 (the “1940 Act”) as a result of its ownership of the Opco Partnership, applicable restrictions could make it impractical for it to continue its business as contemplated and could have a material adverse effect on its business. • It is anticipated that, following the consummation of the Business Combination, ArcLight will be a controlled company, and thus will not be subject to all of the corporate governance rules of NASDAQ. You will not have the same protections afforded to stockholders of companies that are subject to such requirements. • The dual class structure of ArcLight’s Common Stock following the Business Combination may adversely affect the trading market for the Class A common stock. • There can be no assurance that following the consummation of the Business Combination ArcLight will be able to comply with the continued listing standards of NASDAQ. • A significant portion of ArcLight’s Common Stock following the business combination will be subject to lock up restrictions that prohibit sales of such Common Stock. Following the expiration of such lock-up restrictions, the resulting shares could cause the market price of ArcLight’s Common Stock to drop significantly, even if ArcLight’s business is doing well. • Financial projections with respect to the Company may not prove to be reflective of actual financial results. • The market price of shares of the Common Stock of ArcLight after the Business Combination may be affected by factors different from those currently affecting the prices of the Common Stock and may be volatile. • If the Business Combination’s benefits do not meet the expectations of financial analysts, the market price of the Common Stock may decline after the Business Combinations. • ArcLight stockholders will have a significantly reduced ownership and voting interest after the Business Combinations and will exercise significantly less influence over management. • The NASDAQ may delist the Combined Company’s securities from trading on its exchange, which could limit investors’ ability to make transactions in its securities and subject the Combined Company to additional trading restrictions. • Because there are no current plans to pay cash dividends on Common Stock for the foreseeable future, you may not receive any return on investment unless you sell your Common Stock for a price greater than that which you paid for it. • If securities analysts do not publish research or reports about the Combined Company’s business or if they downgrade the Common Stock or the Combined Company’s sector, the price and trading volume of the Common Stock could decline. • Future sales, or the perception of future sales, by the Combined Company or its stockholders in the public market following the Business Combination could cause the market price for the Common Stock to decline. • Anti-takeover provisions expected to be contained in the operative ArcLight charter and bylaws following consummation of the Business Combination could delay or prevent a change of control. • A market for ArcLight’s securities may not continue, which would adversely affect the liquidity and price of ArcLight’s securities. • ArcLight will be a holding company and its only material asset after completion of the Business Combination will be its interest in the Combined Company, and it is accordingly dependent upon distributions made by its subsidiaries to pay taxes, make payments under an anticipated tax receivables agreement and pay dividends. • In certain cases, payments under an anticipated tax receivable agreement may exceed the actual tax benefits the Company realizes or be accelerated.

**OPAL Fuels Combination with ArcLight Clean Transition Corp. II**

Investor Conference Call Transcript

December 2, 2021

**Operator**

Welcome to the OPAL Fuels and ArcLight Clean Transition Corp. II Transaction Conference Call.

I would like to first remind everyone that this call may contain forward-looking statements including, but not limited to, OPAL Fuels, LLC and ArcLight Clean Transition Corp. II's expectations or predictions of financial and business performance and conditions, expectations or assumptions as to product development and performance (including but not limited to the timing of development milestones), competitive and industry outlook and the timing and completion of the transaction. Forward-looking statements are inherently subject to risks, uncertainties, and assumptions and they are not guarantees of performance. Please also note that this call does not constitute or form part of an offer to issue or sell, or of a solicitation of an offer to subscribe or buy, any securities or other financial instruments, nor does it constitute a financial promotion, investment advice or an inducement to participate in any offering or investment. I encourage you to read the press release issued today, the accompanying presentation and ArcLight Clean Transition Corp. II's filings with the SEC for a discussion of the risks that can affect the business combination, our business and the business of the combined company after completion of the proposed business combination.

I will now turn the call over to Mr. Jake Erhard. Please go ahead, sir.

**Jake Erhard – President, Chief Executive Officer and Director, ArcLight Clean Transition Corp. II**

Thank you, operator, and hello, everyone—we thank you for joining today's call. My name is Jake Erhard and I am the President and Chief Executive Officer of ArcLight Clean Transition Corp. II, a Nasdaq-listed special purpose acquisition company that trades under the ticker "ACTD". We are quite excited to announce this business combination transaction today between ArcLight and OPAL Fuels, a leading vertically integrated producer and distributor of renewable natural gas—or RNG.

ArcLight Clean Transition Corp. II is sponsored by ArcLight Capital Partners, a Boston-based energy infrastructure asset manager where I am also a Partner. ArcLight has a 20-year track record within the energy markets, having invested over $25 billion in the aggregate including over $4 billion in renewables investments since inception. We formed ACTD, our second SPAC, this past March to focus on opportunities that include renewable fuels and green hydrogen, which we see as critical enablers of a decarbonized future. OPAL Fuels is a key participant in both of these markets.

OPAL Fuels is a FORTISTAR portfolio company. Similar to ArcLight, FORTISTAR is an investment firm focused on growing and managing companies that target complex sustainability challenges. They have a 28-year track record of investing in independent power, renewables and storage, carbon capture, and the circular economy. They manage a portfolio of 11 companies, of which OPAL Fuels is one. OPAL Fuels was formed at the end of last year when FORTISTAR consolidated their RNG production business and their renewable transportation fuel distribution business. In so doing, FORTISTAR created what we believe is a leading platform in the renewable fuels space for two principal reasons:

1) OPAL Fuels operates a vertically integrated model that differentiates it from other players in the industry, giving the company both superior margin and business capture opportunity at each point along the RNG value chain. And:

2) FORTISTAR has more than 23 years of experience in this business, giving us tremendous confidence in their ability to evaluate and execute on a robust pipeline of RNG projects that they have put together and that you'll hear more about shortly.

The end result is a company that—by executing on projects under its control—has projected a more than 10x increase in EBITDA between 2021 and 2024. I will allow the OPAL Fuels team to elaborate on all of this in a moment, but first a bit on the transaction structure.

The transaction announced today is expected to provide gross proceeds of approximately $536 million, comprised of ArcLight's $311 million of cash held in trust, assuming no redemptions, a $125 million, fully committed common stock PIPE, and a committed $100 million preferred equity investment from NextEra Energy. The PIPE includes a $20 million investment from an affiliate of ArcLight, and a $25 million investment from NextEra Energy. NextEra is also a key strategic counterparty with investments at the asset level on several projects, and will additionally purchase and market the majority of OPAL's environmental attributes.Following transaction closing, which is expected in the second quarter of 2022, the combined company will have a pro forma enterprise value of approximately $1.75 billion and an estimated equity value of $2.0 billion. FORTISTAR will continue to be a majority shareholder. Shares will trade on the Nasdaq under the ticker "OPL".

We at ArcLight have always had a tremendous respect for the team at FORTISTAR given their vision, their expertise and their track record. This is reflected in the strength of the OPAL Fuels team, which starts at the top with Co-Chief Executive Officers Adam Comora and Jon Maurer, both of whom have had long careers within the FORTISTAR family and the renewable natural gas industry. So, with that, I'd like to turn the call over to Adam.

**Adam Comora – Co-Chief Executive Officer, OPAL Fuels**

Thank you, Jake, and good day to all. I would also like to express our team's excitement about this transaction with ArcLight, which will provide OPAL Fuels with significant financial resources to fund our accelerated growth and scale our waste-to-energy, vertically integrated renewable fuels platform.

As the prior CEO of TruStar Energy, FORTISTAR'S renewable transportation fuel distribution business that Jake just touched upon, I became Co-CEO alongside Jon Maurer upon the formation of OPAL Fuels late last year when TruStar Energy merged with the FORTISTAR Methane Group and FORTISTAR'S RNG production business.

OPAL Fuels is a leading end-to-end renewable natural gas provider to the heavy-duty transportation market. With one vertically integrated platform we are addressing the two biggest challenges to halt climate change–capturing harmful methane emissions and then using that energy to reduce greenhouse gas emissions from heavy duty transportation. The transportation sector is one of the largest emitters of CO2, accounting for nearly 30% of U.S. greenhouse gas emissions each year. RNG is a scalable solution that works *today* using existing, proven technology in both its production and utilization in vehicles, with over 70,000 class 8 trucks on the road today. And, best of all, it saves our fleet partners money while dramatically reducing their carbon footprint. RNG is an extremely attractive renewable energy resource–it is transported over existing pipeline infrastructure and can be easily stored for when it is needed, truly a drop-in renewable resource that creates a valuable product that can help achieve sustainability goals and save our fleet customers money.

On sustainability. RNG is produced by capturing harmful, naturally occurring methane emissions from the decomposition of waste – either human or animals. When fleets transition from diesel to RNG-powered vehicles, they are able to recognize a 100 percent reduction in their Scope 1 emissions, which is an extremely powerful tool for corporations to achieve their sustainability goals.

On economics, RNG has a lower total cost of ownership than diesel, underpinned by the fact that RNG can cost 40 to 70 percent less on a per gallon equivalent basis than diesel. These annual fuel cost savings more than outweigh the additional cost of an RNG truck – providing paybacks within three years without any incentives on the vehicles. Given our track record of having developed, constructed and serviced more than 350 fuel station projects that provide reliable, diesel-like fueling for our customers, RNG has become a drop in fuel with minimal disruptions to how our customers run their business.

As a result of these RNG tailwinds, alternative fueled vehicles could see a 60-fold increase by 2040.

Turning to OPAL Fuels:

OPAL Fuels has historically been a renewable power company, building, owning and operating small power plants at landfills that converted the waste methane from the landfills into electricity, which was then sold under long-term power purchase agreements, or PPAs. However, over the past few years, increasing secular tailwinds, which include federal and state policy initiatives and a customer base that is increasingly focused on renewable fuels as a lever to meet their sustainability and decarbonization commitments, have supported the development of new end markets, such as transportation fuel, for our RNG assets. This brings us to today.

We are in the midst of expanding our portfolio of RNG projects, with three that are operational today and seven more that are in various stages of construction, forming the backbone of a robust project pipeline that you will hear more about in a few minutes. This transaction allows us to accelerate that conversion and capitalize on new development and acquisition opportunities to expand our production base.

At a high level, we operate under two business units—an upstream Capture and Conversion business and a downstream Dispensing and Monetization business. The Capture and Conversion business is comprised of projects that produce ultra low-carbon RNG by capturing methane emissions from landfill sites and dairy farms. The captured methane emissions are purified and treated, turning once harmful emissions into a source of clean, renewable energy. These projects are backed by long term gas rights agreements.

Our Dispensing and Monetization business delivers this clean, renewable fuel to heavy duty fleet customers through our network of fueling stations, underpinned by fueling agreements that are typically ten years in length. We also build and service fueling stations through our nationwide network across 42 states, having built more than 350 in total.

We believe that we gain economic and competitive benefits from our vertically integrated business model as we are able to capture the full value of RNG gas molecules from gas source to gas tank.

More importantly, our vertical integration provides key strategic value in growing market share with landfills and dairy farms looking to realize the most value of their resource in the transportation fuel market and with fleet customers looking for certainty of RNG supply. Specifically, diary projects require the RNG gets placed into vehicles in California and other states that provide LCFS—low carbon fuel standard—credits. We get approached by many dairy farmers and developers that first ask us for offtake agreements and then realize we can also be a good strategic partner by providing equity capital in the project, helping build and operate the facilities, and providing guidance on how best to structure the project for long term success.

We have spent some time discussing our vertical integration and how we are best positioned to capture the most value of RNG, but it is important to note that we also continue to see new end markets emerging. There are numerous voluntary markets—markets not dependent on any regulatory support—in the utility, industrial and international arena that are beginning to offer value for RNG. Some of these are offering contracts with longer terms—some as long as 15-20 years. We have not yet entered into these long-term offtake markets, yet we expect to do so once we see the value gap between these markets and the transportation fuel market close.

To talk more about our project pipeline, I will now turn the call over to Jon Maurer, our Co-CEO. Jon?

**Jonathan Maurer – Co-Chief Executive Officer, OPAL Fuels**

Thanks Adam. I have been with FORTISTAR for more than 30 years and am responsible for acquiring, developing, building and managing the upstream projects in OPAL Fuels' upstream Capture and Conversion business, which Adam discussed. Turning to our project portfolio and pipeline.

Today, OPAL Fuels operates 21 biomethane projects. Three of these operating projects currently produce RNG fuel for sale into the transportation fuels market and the balance are currently operating as renewable power plants. Over the next several years, we expect to build 23 more RNG projects from opportunities that are substantially under our control. Many of these RNG projects will come from converting our Renewable Power projects to RNG and some will come from dairy projects that are substantially under our control today.

Right now, seven of these projects are under construction, with another 16 in the advanced development and execution phase. From these projects alone, OPAL Fuels' EBITDA is expected to grow to $150 million. Completing the projects in advanced development, meanwhile, is expected to increase OPAL Fuels' EBITDA to represent approximately $450 million in 2024 or more than $600 million of run rate EBITDA based on full-year operations for some projects starting in 2024.

To be clear, these are well-established projects and their execution is largely dependent on us properly "blocking and tackling", which we have decades of experience doing. Moreover, once these projects are built, there are no significant incremental capital requirements to develop the resources.

In addition to the projects that we have in construction or advanced development, there remains additional upside potential from opportunities we see in the marketplace that we are not including in our base case projections. This includes at least 18 additional projects that are in earlier stages of development, as well as from identified M&A targets.

As a final point, we have our eyes on the future. We specifically have several special relationships to call out here. The first two relationships are in renewable hydrogen. BayoTech is an on-site hydrogen production and ‘gas-as-a-service’ company. We have commenced engineering and site acquisition to build several hydrogen fueling stations for BayoTech next year. In addition, we will provide RNG to lower the carbon intensity of their hydrogen fuel production. The second renewable hydrogen relationship is with Nikola, with which we have an MoU to co-develop and construct hydrogen fueling stations and related infrastructure. We will also provide RNG to Nikola’s hydrogen production partner. Lastly, we have a strategic relationship with CarbonFree to develop carbon capture facilities at several of our RNG facilities.

With that, I would now like to turn the call over to our chief financial officer, Ann Anthony. Ann?

**Ann Anthony – Chief Financial Officer, OPAL Fuels**

Thank you, Jon. I joined OPAL Fuels in April, and bring many years of public company experience, including roles in the utility sector and in renewable infrastructure.

Let me briefly highlight our financials before turning it back to Adam for closing remarks.

OPAL Fuels’ existing operations are expected to generate approximately $170 million in revenue and $41 million in adjusted EBITDA in 2021. These results are complemented by a robust future growth profile. Looking to the future, we anticipate the pipeline of previously identified development projects to drive an approximate 10-fold increase in adjusted EBITDA by 2024, to approximately $446 million, as referenced by Jake in his opening remarks.

By investing heavily in both our Capture and Conversion business and our Dispensing and Monetization business, we anticipate being able to create a captive outlet for the significant volumes of additional RNG production volumes, further leveraging our vertically integrated business model. Our RNG production volumes are poised to grow from 13 million GGEs in 2021 to over 125 million GGEs in 2024 through the development and construction of an additional 23 projects that are under our control. Further, an additional 25 million GGEs coming from third parties will also be dispensed. Complimenting this significant growth, our footprint of RNG fuel stations is set to expand at a CAGR of 28% between now and 2024, bringing our current estimated year end 2021 footprint of 95 stations to 256 stations.

Notably, as we execute on our identified growth plans, we anticipate OPAL Fuels to experience margin expansion, as our vertically integrated business model begins to bear greater fruit at larger scale. Our 2021 adjusted EBITDA margin is estimated at an above industry average 24%, however by controlling each point along the RNG production and distribution value chain, we target our 2024 adjusted EBITDA margin to expand to 46%.

Before concluding, let me touch on the expected funding from this transaction compared with our capital needs. Between the potential $536 million raised from this transaction and a $125 million term loan we secured in October plus operating cash flow generated by the business, we believe that we have enough resources to fund our business, including all projects in construction and advanced development. Proceeds from the transaction would also provide optionality to participate in M&A opportunities or other earlier stage development projects that are not in the current plan today.

For additional information, we encourage you to review our investor presentation that was released along with the other transaction-related materials earlier this morning. I will now turn it back to Adam for closing remarks.

**Adam Comora – Co-Chief Executive Officer, OPAL Fuels**

Thanks Ann. It is clear that the world needs an all-hands-on-deck approach to decarbonization. With the U.S. transportation sector being one of the largest emitters of $CO_2$, alternative fuels will play a critical role in decarbonization. OPAL Fuels is the U.S.'s leading end-to-end renewable natural gas provider to the heavy-duty transportation market. With RNG, there does not need to be a tradeoff between doing what's best for your business and doing what's best for the planet. RNG is an extremely rare product that can both save our fleet customers money and dramatically reduce their carbon footprint. Our more than two decades of experience in this area has positioned us well to remain a leading platform in the production and distribution of renewable fuels, and our vertically integrated model provides us with differentiated economic and competitive benefits. We look forward to transitioning to the public market, blocking and tacking on our existing robust RNG project pipeline and taking advantage of the significant M&A and additional development partnerships we see coming that will dramatically scale our business over the coming years.

Thank you very much and have a great day.

**Operator**

That concludes today's conference call. Thank you, you may now disconnect.

**Forward-Looking Statements**

Certain statements in this communication may be considered forward-looking statements. Forward-looking statements are statements that are not historical facts and generally relate to future events or ArcLight's or OPAL Fuels' (the "Company's") future financial or other performance metrics. In some cases, you can identify forward-looking statements by terminology such as "believe," "may," "will," "potentially," "estimate," "continue," "anticipate," "intend," "could," "would," "project," "target," "plan," "expect," or the negatives of these terms or variations of them or similar terminology. Such forward-looking statements, including the identification of a target business and a potential business combination or other such transaction are subject to risks and uncertainties, which could cause actual results to differ materially from those expressed or implied by such forward looking statements. New risks and uncertainties may emerge from time to time, and it is not possible to predict all risks and uncertainties. These forward-looking statements are based upon estimates and assumptions that, while considered reasonable by ArcLight and its management, and the Company and its management, as the case may be, are inherently uncertain and subject to material change. Factors that may cause actual results to differ materially from current expectations include, but are not limited to, various factors beyond management's control, including general economic conditions and other risks, uncertainties and factors set forth in the section entitled "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" in ArcLight's final prospectus relating to its initial public offering, dated September 22, 2020, and other filings with the Securities and Exchange Commission (SEC), including the registration statement on Form S-4 to be filed by ArcLight in connection with the transaction, as well as (1) the inability to complete the proposed transaction; (2) factors associated with companies, such as the Company, that are engaged in the production and integration of renewable natural gas (RNG), including anticipated trends, growth rates, and challenges in those businesses and in the markets in which they operate; (3) macroeconomic conditions related to the global COVID-19 pandemic; (4) the effects of increased competition; (5) contractual arrangements with, and the cooperation of, landfill and livestock waste site owners and operators, on which the Company operates its landfill gas and livestock waste projects that generate electricity and RNG prices for environmental attributes, low carbon fuel standard credits and other incentives; (6) the ability to identify, acquire, develop and operate renewable projects and RNG fueling stations; (7) the failure to realize the anticipated benefits of the proposed transaction, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth profitably, maintain relationships with customers and suppliers and retain key employees; (8) delays in obtaining, adverse conditions contained in, or the inability to obtain necessary regulatory approvals or complete regulatory reviews required to complete the proposed transaction; (9) the outcome of any legal proceedings that may be instituted in connection with the proposed transaction; (10) the amount of redemption requests made by ArcLight's public shareholders; and (11) the ability of the combined company that results from the proposed transaction to issue equity or equity-linked securities or obtain debt financing in connection with the transaction or in the future. Nothing in this communication should be regarded as a representation by any person that the forward-looking statements set forth herein will be achieved or that any of the contemplated results of such forward-looking statements will be achieved. You should not place undue reliance on forward-looking statements in this communication, which speak only as of the date they are made and are qualified in their entirety by reference to the cautionary statements herein. Both ArcLight and the Company expressly disclaim any obligations or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in ArcLight's or the Company's expectations with respect thereto or any change in events, conditions or circumstances on which any statement is based.

**Important Information and Where to Find It**

A full description of the terms of the transaction will be provided in a registration statement on Form S-4 to be filed with the SEC by ArcLight that will include a prospectus with respect to the combined company's securities to be issued in connection with the business combination and a proxy statement with respect to the shareholders meeting of ArcLight to vote on the business combination. **ArcLight urges its investors, shareholders and other interested persons to read, when available, the preliminary proxy statement/prospectus as well as other documents filed with the SEC because these documents will contain important information about ArcLight, the Company and the transaction.** After the registration statement is declared effective, the definitive proxy statement/prospectus to be included in the registration statement will be mailed to shareholders of ArcLight as of a record date to be established for voting on the proposed business combination. Once available, shareholders will also be able to obtain a copy of the S-4, including the proxy statement/prospectus, and other documents filed with the SEC without charge, by directing a request to: ArcLight Clean Transition Corp. II, 200 Clarendon Street, 55th Floor, Boston, Massachusetts 02116. The preliminary and definitive proxy statement/prospectus to be included in the registration statement, once available, can also be obtained, without charge, at the SEC's website (www.sec.gov).

**Participants in the Solicitation**

ArcLight and the Company and their respective directors and officers may be deemed to be participants in the solicitation of proxies from ArcLight's shareholders in connection with the proposed transaction. Information about ArcLight's directors and executive officers and their ownership of ArcLight's securities is set forth in ArcLight's filings with the SEC. To the extent that holdings of ArcLight's securities have changed since the amounts printed in ArcLight's Registration Statement on Form S-1, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC. Additional information regarding the interests of those persons and other persons who may be deemed participants in the proposed transaction may be obtained by reading the proxy statement/consent solicitation statement/prospectus regarding the proposed transaction when it becomes available. You may obtain free copies of these documents as described in the preceding paragraph.

**Non-Solicitation**

This communication is not a proxy statement or solicitation of a proxy, consent or authorization with respect to any securities or in respect of the potential transaction and shall not constitute an offer to sell or a solicitation of an offer to buy the securities of ArcLight, the Company or the combined company, nor shall there be any sale of any such securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of the Securities Act.