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11 **IN THE UNITED STATES DISTRICT COURT**  
12 **FOR EASTERN DISTRICT OF CALIFORNIA**

13 **EXXON MOBIL CORPORATION,**

14 Plaintiff,

15 v.

16 **LAUREN SANCHEZ**, in her official  
capacity

17 Defendants.  
18  
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Case No.: 2:25-CV-03104-DJC-JDP

**PROPOSED AMICUS CURIAE STATE  
OF IOWA AND 20 OTHER STATES  
MOTION FOR LEAVE TO FILE  
AMICUS CURIAE BRIEF IN SUPPORT  
OF TEMPORARY RESTRAINING  
ORDER OR PRELIMINARY  
INJUNCTION, PROPOSED ORDER  
GRANTING LEAVE TO FILE AMICUS  
BRIEF, AND PROPOSED AMICUS  
BRIEF**

Judge: Hon. Daniel J. Calabretta.  
Date: December 18, 2025  
Time: 1:30 p.m.  
Place: Courtroom 7

Complaint filed: October 24, 2025

24  
25 **TO THE COURT, ALL PARTIES, AND THEIR ATTORNEYS OF RECORD:**

26 **PLEASE TAKE NOTICE:** that this Motion to for Leave to file an Amicus Curiae Brief in  
27 support of Plaintiff's requested preliminary injunctive relief and temporary restraining order.

28 Pursuant to this Motion, Proposed Amicus Curiae State of Iowa, joined by a coalition of 20

1 additional States (“Iowa”), by and through its undersigned counsel, will and hereby does respectfully  
2 move the Court to grant leave to file an amicus curiae brief for the following reasons:

- 3 • Iowa’s Motion for Leave to File Amicus Brief is timely;
- 4 • Iowa has a significant interest in this litigation;
- 5 • Iowa’s brief as a friend of the Court will present a helpful perspective to the Court;
- 6 and
- 7 • Plaintiff consents and Defendants take no position on this request to file an *amicus*
- 8 *curiae* brief related to this motion for temporary restraining order and preliminary
- 9 injunction.

10 This Motion is based on this Notice of Motion, the Memorandum of Points and Authorities  
11 herein, all pleadings, records, and papers on file in this action, and such further evidence and  
12 argument as may be presented at the hearing.

13 DATED: November 18, 2025

By: /s/

Tony Francois

**BRISCOE PROWS KAO IVESTER & BAZEL  
LLP**

16 DATED: November 18, 2025

By: /s/ Eric Wessan

Eric Wessan

**COUNSEL FOR PROPOSED AMICUS  
CURIAE, STATE OF IOWA  
(Pro Hac Vice application to follow)**

19 [PROPOSED] ORDER

20 GOOD CAUSE APPEARING, the State Of Iowa’s Motion for Leave To File Amicus  
21 Brief is GRANTED.

22 BY: \_\_\_\_\_

23 DISTRICT JUDGE

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1 recognize the irreparable harm that will follow if the Laws are permitted to go into effect on January  
2 1, 2026.

3 That is why these States support Plaintiff’s request for emergency preliminary relief. While  
4 Plaintiff’s emergency relief only seeks to enjoin enforcement of SB 261, for context this amicus  
5 brief also addresses some of the deficiencies in SB 253, the other law central to the complaint.  
6 California’s attempt to regulate companies in Iowa and across the country will create harm across  
7 the country. This Court should grant Plaintiff’s sought-after preliminary relief.

### 8 **SUMMARY OF ARGUMENT**

9 1. California admits that SB 253 and SB 261 “compe[l] speech” relating to what this Court  
10 has recognized is the highly controversial area of climate change. 3-ER-388. That compelled speech  
11 is subject to heightened scrutiny. Regardless of the level of heightened scrutiny, California’s Laws  
12 are not narrowly tailored enough to meet California’s stated interest. For that reason, California’s  
13 greenhouse gas disclosure laws fail constitutional scrutiny.

14 2. California’s Laws impose irreparable economic and sovereign harms on *Amici* States.  
15 California’s burdensome Laws are not restrained to those companies at home in or domiciled in  
16 California. Instead, they affect major companies and industries at home in other States. Without  
17 relief, those companies in other States will face the large economic consequences that accompany  
18 failing to comply. *Amici* States also each have their own regulations and requirements to operate  
19 companies in their States. California’s conflicting obligations risk undermining those States’  
20 sovereign interests.

### 21 **ARGUMENT**

#### 22 **I. California’s Climate Disclosure Law Compels Speech.**

23 If the First Amendment means anything, it is that California may not compel speech,  
24 including “statements of fact the speaker would rather avoid.” *Hurley v. Irish Am. Gay, Lesbian,*  
25 *and Bisexual Grp. of Bos.*, 515 U.S. 557, 573 (2008). California’s Climate Laws is doubly offensive  
26 to that constitutional command: it not only compels speech but also forces companies to enter a  
27 public conversation on one of the nation’s most contentious public topics—climate change. That  
28 First Amendment violation inflicts constitutional injury on thousands of companies and associations  
that operate as citizens of the States.



1           **A. California’s Laws Fail Heightened Scrutiny.**

2           Strict scrutiny applies to California’s Laws—a standard that the State does not even attempt  
3 to meet.

4           California’s Laws force thousands of companies to publish content prescribed by the State.  
5 And this Court has repeatedly held that governmental disclosure requirements compelling speech  
6 are “presumptively unconstitutional.” *See, e.g., Nat’l Inst. of Fam. Advocates v. Becerra*, 585 U.S.  
7 755, 760, 766 (2018) (“*NIFLA*”); *Riley v. Nat’l Fed’n of the Blind of N.C.*, 487 U.S. 781, 795 (1988).  
8 That makes sense. “A regulation compelling speech is by its very nature content-based, because it  
9 requires the speaker to change the content of his speech or even to say something where he would  
10 otherwise be silent.” *Stuart v. Camnitz*, 774 F.3d 238, 246 (4th Cir. 2014). And when a policy  
11 “imposes a content-based burden on speech,” it “is subject to strict-scrutiny review.” *McClendon v.*  
12 *Long*, 22 F.4th 1330, 1337–38 (11th Cir. 2022) (cleaned up).

13           That’s true for the “governmental regulation of securities,” which necessarily “involve[s]  
14 content discrimination.” *Reed v. Town of Gilbert*, 576 U.S. 155, 177 (2015) (Breyer, J., concurring  
15 in the judgment); *see also Barr v. Am. Ass’n of Poli. Cons., Inc.*, 591 U.S. 610, 642 (2020) (Breyer,  
16 J., concurring in part) (“[T]he regulatory spheres in which the Securities and Exchange  
17 Commission . . . operate[s] [are] defined by content.”). Unlike an informed consent law, for  
18 example, corporate and securities regulations like these aren’t merely ancillary to properly regulated  
19 conduct. *NIFLA*, 585 U.S. at 770. And California’s forced viewpoint is inherent in its Laws.  
20 California is not compelling neutral disclosures but forcing companies to adopt the State’s framing  
of climate risk and emissions. Thus, the Laws are subject to strict scrutiny.

21           And California does not even try to prove that its Laws survive strict scrutiny. It has not  
22 presented evidence of a compelling interest that it would effectively require government interference  
23 with free speech. Nor can it show the Laws are narrowly tailored—the Laws apply to large  
24 companies regardless of whether those companies are engaged in any sort of climate-relate industry.  
25 There are many obvious and narrower alternatives, including requirements focused on material  
26 risks, encouraging voluntary disclosures, or targeted enforcement efforts in cases of actual fraud or  
27 misrepresentation (such as “greenwashing” efforts). California did none of that. The Laws fail strict  
28 scrutiny.

1 Even viewing the Laws as a regulation of commercial speech, as the district court did, the  
2 Laws still must satisfy intermediate scrutiny by directly advancing a substantial government interest  
3 by means that are not more restrictive than necessary. *Central Hudson Gas & Elec. Corp. v. Pub.*  
4 *Serv. Comm’n of N.Y.*, 447 U.S. 557, 564, 570 (1980). The Laws fail even *Central Hudson’s*  
5 forgiving standard.

6 Begin with California’s assertable substantial interests that must justify compelling highly  
7 controversial political speech. *See NIFLA*, 585 U.S. at 763 (defining interest through statutory  
8 purpose). In the context of business-related risk, disclosures may serve that goal when they prevent  
9 fraud, or further the one goal common to all investors—“profit maximalization.” Roberta Romano,  
10 *Metapolitics and Corporate Law Reform*, 36 *Stan. L. Rev.* 923, 961 (1984).

11 The Laws fail do not directly advance a substantial governmental interest. California has not  
12 substantiated *any* causal link between corporate policies related to climate-related risks and its  
13 recognized, statutory interests in fraud prevention or increased investment return. If anything, the  
14 Laws leave investors in a worse position by increasing business compliance costs that will be  
15 ultimately passed on to shareholders without an offsetting benefit. *See, e.g.*, Sean J. Griffith, *What’s*  
16 *“Controversial” About ESG? A Theory of Compelled Commercial Speech Under the First*  
17 *Amendment*, 101 *Neb. L. Rev.* 876, 930 n.281 (2023) (collecting sources); Benjamin Zycher, *Other*  
18 *People’s Money: ESG Investing and the Conflicts of the Consultant Class*, *Am. Enter. Inst.* (Dec.  
19 17, 2018) (“ESG investment choices substitute an amorphous range of political goals in place of  
20 maximizing the funds’ economic value.”).

21 While California alleges an interest in “demonstrat[ing] its leadership in the battle against  
22 climate change,” SB 253 § 1(a), “it is plainly not enough for the Government to say simply that it  
23 has a substantial interest in giving consumers information.” *Am. Meat Inst. v. U.S. Dep’t of Agric.*,  
24 760 F.3d 18, 31 (D.C. Cir. 2014) (Kavanaugh, J., concurring in the judgment). Even if that interest  
25 sufficed, the Laws do not further it. California compels copious disclosures based on conjecture  
26 about prospective climate impacts including “the existential threat of climate change.” SB  
27 253 § 1(j). California’s justification of the law—“people communities, and other stakeholders in  
28 California [are] facing the existential threat of climate change—is overly broad to support the  
narrow tailoring required to meet strict scrutiny here. *Id.*

1       The Laws also are not the least restrictive means of achieving their purported objectives. It  
2 is far more restrictive than necessary because preexisting federal regulations already require publicly  
3 listed companies to disclose material information affecting company valuation. *See, e.g.*, 17 C.F.R.  
4 §§ 229.101(c)(2)(i), 229.105(a), 229.303(a). Those companies already must disclose material  
5 climate-related disclosures. *See* 75 Fed. Reg. 6290 (Feb. 8, 2010). And nowhere in California’s  
6 Laws did California explain why available alternatives, such as SEC and Environmental Protection  
7 Agency regulations, are insufficient to achieve the ends California seeks. *See, e.g., Greenhouse Gas*  
8 *Reporting Rule: Revisions and Confidentiality Determinations for Petroleum and Natural Gas*  
9 *Systems*, 89 Fed. Reg. 42,218 (May 14, 2024). And California’s Laws fail to account for voluntary  
10 disclosures—which would effectively be compelled by the market if such disclosures were  
11 necessary. Instead, California embraces a goal of “mov[ing] towards a net-zero carbon economy”—  
12 a goal that many States, Americans, and companies see as fundamentally irreconcilable with their  
13 way of life. *See* SB 253 § 1(l). The Laws thus unconstitutionally compel speech.

14       **B.       The *Zauderer* Exception Does Not Save The Laws.**

15       California’s retreat to the exception recognized in *Zauderer v. Office of Disciplinary Counsel*  
16 *of the Supreme Court of Ohio*, 471 U.S. 626 (1985), cannot cure the Laws’ flaws. That case  
17 recognized a narrow situation where lower scrutiny could apply to compelled commercial speech.  
18 *Id.* at 651. Its exception applies solely to regulations of commercial *advertising*—and then only  
19 when the government requires disclosure of “purely factual and uncontroversial information about  
20 the terms under which . . . services will be available.” *Id.* at 650–51.

21       Though often invoked to bless compelled speech regimes, this Court has repeatedly refused  
22 to extend *Zauderer* beyond its facts. *NIFLA*, 585 U.S. at 768–769; *Hurley*, 515 U.S. at 573; *see also*  
23 *Milavetz, Gallop, & Milavetz, PA v. United States*, 559 U.S. 229, 256 (2010) (Thomas, J.,  
24 concurring) (suggesting willingness to reconsider *Zauderer*). For *Zauderer*’s narrow exception to  
25 apply, California’s Laws must require information that is (1) “purely factual,” (2) “uncontroversial,”  
26 and (3) “about the terms under which” public companies offer their myriad services or products.  
27 471 U.S. at 650–51. The Laws must meet each requirement. *See NIFLA*, 585 U.S. at 768–769. But  
28 the Laws fail on all three counts.

*First*, the Laws compel speculative environmental-impact assessments, not objective facts.

1 For example, the Laws require that companies perform subjective individualized estimates of  
2 “Scope 3 emissions” which includes “indirect upstream and downstream greenhouse gas emissions  
3 . . . from sources the reporting entity *does not own or directly control*.” SB 253 § 2(b)(5). Such  
4 “potential” projections are not “purely factual.” *See, e.g., Cal. Chamber of Comm. v. Council for*  
5 *Educ. and Res. on Toxics*, 29 F.4th 468, 478–79 (9th Cir. 2022) (food labeling warning not “factual”  
6 because there was scientific debate on the issue); *Nat’l Ass’n of Manfrs. v. SEC*, 800 F.3d 518, 529–  
7 30 (D.C. Cir. 2015) (“*NAM II*”) (providing statutory definitions for disclosure terms does not render  
8 disclosure “factual and non-ideological”).

9       *Second*, the Laws compel speech on a highly controversial issue. A “disclosure is  
10 ‘controversial’ if it is inflammatory,” suggests a moral judgment, “expresses a matter of opinion,”  
11 or “there is disagreement with the truth of the facts required to be disclosed.” *Kimberly-Clark Corp.*  
12 *v. District of Columbia*, 286 F. Supp. 3d 128, 140–41 (D.D.C. 2017) (quotations omitted). And this  
13 Court has already acknowledged that climate change is a “controversial,” *Janus v. Am. Fed’n of St.,*  
14 *Cnty., and Municipal Employees*, 138 S. Ct. 2448, 2476 (2018), “contentious subject” that has  
15 “staked a place at the very center of this Nation’s public discourse.” *Nat’l Rev., Inc. v. Mann*, 589  
16 U.S. 1088, 1091 (2019) (Alito, J., dissenting from denial of certiorari). Thus, the Laws fall within  
17 that ambit by compelling disclosures based on disputed assumptions about climate change. This  
18 Court need not break any new ground broadening the scope of the controversial topic it has already  
19 recognized.

20       *Third*, the Laws do not seek to shape voluntary commercial advertisements but require  
21 companies to confess one viewpoint on climate-change issues. *See Wooley v. Maynard*, 430 U.S.  
22 705, 715 (1977) (California may not force companies to “be an instrument for fostering public  
23 adherence to an ideological point of view.”). The Laws embody assumptions about the nature,  
24 causes, and solutions to climate change—issues hotly debated within the scientific community and  
25 the public more broadly. *See Griffith, supra* at 928–30 & nn.272–79 (collecting sources). California  
26 cannot remedy that constitutional violation by cloaking its disclosure requirements in factual or  
27 commercial definitions. By forcing companies to assume that disclosed information is material, the  
28 laws “raise[] the specter that the government may effectively drive certain ideas or viewpoints from  
the marketplace”—namely, the climate change is no immediate threat to business interests, and that

1 those emitting carbon are not culpable actors. *Simon & Schuster, Inc. v. Members of N.Y. State*  
2 *Crime Victims Bd.*, 502 U.S. 105, 116, (1991).

3 To confirm how those principles apply here, this Court need look no further than when the  
4 judiciary rejected a similar attempt by SEC to compel speech in the guise of disclosures. SEC’s  
5 conflict-minerals disclosure rule had required companies to state whether products were “conflict  
6 free.” *NAM II*, 800 F.3d at 529–30. Even though Congress expressly authorized that disclosure  
7 obligation, the D.C. Circuit concluded that it fell outside the *Zauderer* exception because that  
8 regulation did not regulate “voluntary commercial advertising.” *Id.* at 523 & n.12.

9 The same analysis dooms the constitutionality of California’s Laws. *NAM II* found SEC’s  
10 rule infringed the First Amendment because it carried ideological weight (*e.g.*, responsibility for  
11 atrocities in Congo) and compelled some issuers to “confess” to social responsibility. *Id.* at 530.  
12 Given that precedent, California’s Laws here are exactly the “unjustified or unduly burdensome  
13 disclosure requirements” that *Zauderer* itself recognized might offend the First Amendment.  
14 *Zauderer*, 471 U.S. at 651.

15 **II. If California Laws and Regulations Do Not Stay in California, Other States Will**  
16 **Suffer Irreparable Harm.**

17 **A. California’s Laws Impose Irreparable Economic Harm on Other States.**

18 Enforcing California’s Laws pending resolution of the underlying lawsuit inflicts irreparable  
19 harm on non-California states and their economies, warranting a preliminary injunction over  
20 longstanding Ninth Circuit precedent. *X Corp. v. Bonta*, 116 F.4th 888, 897 (9th Cir. 2024)

21 The harm manifests in unrecoverable economic burdens, distorted markets, and chilled  
22 investment in key industries, all stemming from California’s extraterritorial compulsion of  
23 speculative, viewpoint-laden climate disclosures. Unlike routine regulatory compliance, these laws  
24 force thousands of out-of-state businesses to incur millions in auditing and reporting costs for  
25 emissions and risks that extend far beyond California’s borders, with no adequate remedy at law if  
26 enforcement proceeds. *California’s Climate Disclosure Rules: A Guide for Companies*, Watershed,  
27 <https://perma.cc/NWQ5-EB5C> (last visited Oct. 30, 2025).

28 As this Court has long recognized, “the loss of First Amendment freedoms, for even minimal

1 periods of time, unquestionably constitutes irreparable injury.” *Elrod v. Burns*, 427 U.S. 347, 373  
2 (1976) (plurality op.); *see also Roman Cath. Diocese of Brooklyn v. Cuomo*, 592 U.S. 14, 19 (2020)  
3 (per curiam). Here, the compelled speech at issue—requiring companies to disclose Scope 3  
4 emissions under SB 253 and opine on “climate-related financial risks” under SB 261—imposes  
5 immediate, non-compensable harms that ripple into States, where energy, agriculture, and  
6 manufacturing sectors form the economic backbone.

7 *First*, the direct economic costs of compliance are staggering and irretrievable. SB 253  
8 mandates that companies with over \$1 billion in global revenue “doing business” in California  
9 disclose comprehensive greenhouse gas emissions, including Scope 1 and 2 by June 30, 2026, and  
10 Scope 3 by 2027, with third-party assurance requirements escalating costs. *See* SB 253 § 2(c).

11 SB 261 similarly requires biennial reports on climate risks for firms with \$500 million in  
12 revenue, starting January 1, 2026. Estimates peg these obligations will cost billions nationwide, with  
13 individual companies facing hundreds of thousands to millions in annual expenses for data  
14 collection, auditing, and legal review—costs that cannot be recovered through damages if the laws  
15 are later invalidated. SB 261 § 2(a)(4).

16 For non-California businesses, that translates to diverted resources from productive  
17 investments. In Iowa, for example, agricultural giants like John Deere or Cargill, which operate  
18 supply chains tied to fossil fuels and global logistics, must track indirect emissions from farms and  
19 transport networks unrelated to California operations, imposing unnecessary financial strain.

20 Energy firms face amplified burdens as Scope 3 disclosures could require accounting for  
21 downstream consumer emissions, potentially costing the industry tens of millions while stigmatizing  
22 oil and gas activities vital to the state’s \$2 trillion economy. *See* Chandni Shah, *Exxon Sues*  
23 *California over Climate Disclosure Laws*, Reuters (Oct. 25, 2025), <https://perma.cc/4XUM-5EY7/>  
24 (last visited Nov. 11, 2025). Beyond that, California risks imposing these burdens on the trillions of  
25 dollars in States that have vital energy industries and are not trying to impose on those industries  
26 massive costs. Indeed, Scope 3 disclosures were so problematic that the SEC dropped them from its  
27 own failed effort at required emissions disclosures. *See* Lamar Johnson, *SEC Drops Scope 3 From*  
28 *Final Climate Rule, Takes Phased Approach to Scope 1 and 2 Reporting*, ESG Dive (Mar. 6, 2025),

1 <https://perma.cc/FE2F-E2J6> (last visited Nov. 11, 2025).

2 Those expenditures are not mere compliance costs compensable later; they represent sunk  
3 investments in speculative reporting that, if unconstitutional, cause permanent economic loss. *See*  
4 *Thunder Basin Coal Co. v. Reich*, 510 U.S. 200, 220–21 (1994) (Scalia, J., concurring) (recognizing  
5 that “complying with a regulation later held invalid almost *always* produces the irreparable harm of  
6 nonrecoverable compliance costs”).

7 *Second*, enforcement will distort interstate markets and chill investment in *Amici* States’ core  
8 industries, creating irreparable competitive disadvantages. By compelling disclosures that label  
9 climate change as an existential risk and force companies to quantify indirect emissions, California  
10 effectively exports its environmental ideology, deterring capital flows to sectors like fossil fuels,  
11 agriculture, and manufacturing prevalent in Republican-led states. *Cf. NIFLA*, 585 U.S. at 780  
12 (Kennedy, J., concurring) (recognizing the California Legislature’s attempts to unconstitutionally  
13 mandate “forward thinking”).

14 For example, investors may shy away from oil producers or steel manufacturers if mandated  
15 reports highlight so-called climate vulnerabilities, leading to reduced stock values, higher borrowing  
16 costs, and job losses—harms that persist even if the laws are later enjoined as unenforceable. *See*  
17 *Thunder Basin*, 510 U.S. at 220–21 (Scalia, J., concurring). That chilling effect mirrors the  
18 irreparable injury recognized in compelled speech cases, where government mandates alter private  
19 expression and market behavior. *See NIFLA*, 585 U.S. at 776; *303 Creative LLC v. Elenis*, 600 U.S.  
20 570, 596 (2023) (“Here, Colorado does not seek to impose an incidental burden on speech. It seeks  
21 to force an individual to utter what is not in her mind about a question of political and religious  
22 significance. And that, *FAIR* reaffirmed, is something the First Amendment does not tolerate.”)  
23 (cleaned up).

24 *Third*, the threat of penalties exacerbates this harm, forcing immediate action despite  
25 ongoing litigation. Non-compliance under SB 253 carries fines up to \$500,000 annually, and SB  
26 261 up to \$50,000, incentivizing premature spending on systems that may prove unnecessary. *See*  
27 SB 253 § 2(f)(2); SB 261 § 2(e)(2).

28 While the California Air Resources Board has delayed final regulations, it has affirmed

1 looming deadlines, heightening uncertainty and costs for out-of-state entities.

2 Courts routinely find such preemptive burdens irreparable in preliminary injunction  
3 proceedings. *See, e.g., Ohio v. Env'tl. Protec. Agency*, 603 U.S. 279, 292 (2024). Absent an  
4 injunction, these harms accrue imminently, tipping the equities decisively against California, which  
5 faces no comparable injury from delayed enforcement while the merits are litigated.

6 **B. California's Laws Impose Irreparable Sovereign Harm on Other States.**

7 California's SB 253 and SB 261 also inflict sovereign injury on non-California states,  
8 undermining federalism by allowing one state to dictate national policy through extraterritorial  
9 regulation, thus justifying a temporary restraining order to preserve the constitutional balance.  
10 Sovereign injury occurs when a state's actions impair another's ability to govern within its borders,  
11 as recognized in *parens patriae* standing doctrine. *See Alfred L. Snapp & Son, Inc. v. Puerto Rico*  
12 *ex rel. Barez*, 458 U.S. 592, 607 (1982).

13 Here, California's Laws apply to any U.S. or foreign company meeting revenue thresholds  
14 and vaguely "doing business" in California. They extend regulatory tentacles nationwide,  
15 conflicting with other States' policies and eroding their autonomy over environmental, economic,  
16 and speech regulations.

17 Primarily, these laws injure sovereign interests by improperly supplanting States' tailored  
18 regulatory frameworks. Many States have rejected mandatory climate disclosures, choosing pro-  
19 growth policies that prioritize energy independence and agricultural innovation without compelled  
20 ideological speech.

21 Yet California's mandates force companies in those States to comply with California's  
22 viewpoint, requiring disclosures that endorse climate alarmism and potentially conflict with local  
23 laws, like Texas's prohibitions on ESG-based investment boycotts. *See, e.g., Tex. Gov't Code* §§  
24 809.001–.102. California risks creating a patchwork of obligations, balkanizing national markets  
25 and impairing States' ability to attract business. This Court has recognized presumptions against  
26 extraterritoriality in state law exist precisely to prevent such favoritism toward one state's citizens  
27 over others. *See Fran. Tax Bd. of California v. Hyatt*, 587 U.S. 230, 246 (2019); *Healy v. Beer Inst.*,  
28 491 U.S. 324, 336–37 (1989); *BMW of N. Am., Inc. v. Gore*, 517 U.S. 559, 571–72 (1996).

Indeed, "[i]nterstate sovereign immunity is [] integral to the structure of the Constitution."



1 *Hyatt*, 587 U.S. at 246. Thus one state cannot unilaterally subject another to its jurisdiction without  
2 consent—a principle extending to regulatory impositions that harm quasi-sovereign interests. *Id.*  
3 Enforcement here nullifies *Amici* States’ choices, as businesses restructure to comply with  
4 California’s Laws, diverting economic activity and tax revenues away from States with differing  
5 priorities. It also invites corporate balkanization, as each State could adopt California’s strategy to  
6 force companies to issue extensive disclosures on matters of special concern to each. And this Court  
7 has recently reaffirmed that the Constitution’s structure limits “the reach of one State’s power.”  
8 *Nat’l Pork Producers Council v. Ross*, 598 U.S. 356, 376 (2023)

9       Indeed, California Laws’ vagueness amplifies sovereign harm by inviting arbitrary  
10 enforcement that disproportionately burdens out-of-state entities. Terms like “doing business” in  
11 California remain undefined in final regulations, potentially ensnaring companies with minimal ties,  
12 including sales or suppliers, and forcing them into California’s regulatory orbit. SB 253 § 1(j). Will  
13 a company be covered if it ships a product to the State? If it maintains a website that’s accessible  
14 from the State? If it answers a phone call from a California consumer? Companies are left to guess.

15       That extraordinarily extraterritorial reach mirrors invalidated schemes where States tried to  
16 regulate beyond borders, injuring others’ sovereignty. *See Healy*, 491 U.S. at 336–37 (enjoining  
17 enforcement of price-affirmation laws for controlling out-of-state commerce); *Nat’l Pork Prods.*,  
18 598 U.S. at 376. *Amici* States suffer direct injury: reduced policy efficacy, as firms prioritize  
19 California compliance over local incentives, and eroded authority, as California’s Laws implicitly  
20 criticize other states’ approaches to climate and speech. And similar injuries against extraterritorial  
21 regulations, emphasizing federalism’s role in constraining “one State’s power to impose burdens”  
22 have been found to unduly burden the interests of other States. *BMW of N. Am., Inc.* 517 U.S. at  
23 571–72.

24       Finally, without a temporary restraining order, this injury becomes irreparable, as ongoing  
25 enforcement entrenches California’s dominance, making reversing course harder. Courts presume  
26 sovereign harm in such cases, granting relief to maintain the status quo. *See Maryland v. King*, 567  
27 U.S. 1301, 1304 (2012) (Roberts, C.J., in chambers) (staying law to avoid irreparable sovereign  
28 injury). Plaintiff’s sought after temporary injunctive relief here protects *Amici* States’ autonomy,  
ensuring uniform resolution without premature subjugation to one State’s agenda.

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**CONCLUSION**

This Court should grant Plaintiff’s application for interim relief, whether in the form of a temporary restraining order or a preliminary injunction.

DATED: November 18, 2025

By: /s/ Tony Francois  
Tony Francois  
**BRISCOE PROWS KAO IVESTER & BAZEL  
LLP**

DATED: November 18, 2025

By: /s/ Eric Wessan  
Eric Wessan  
**COUNSEL FOR PROPOSED AMICUS  
CURIAE, STATE OF IOWA**  
*(Pro Hac Vice application to follow)*

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