

**EXH. WTE-3C  
DOCKETS UE-19 \_\_\_/UG-19 \_\_\_  
2019 PSE GENERAL RATE CASE  
WITNESS: WILLIAM T. EINSTEIN**

**BEFORE THE  
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION**

**WASHINGTON UTILITIES AND  
TRANSPORTATION COMMISSION,**

**Complainant,**

**v.**

**PUGET SOUND ENERGY,**

**Respondent.**

**Docket UE-19 \_\_\_  
Docket UG-19 \_\_\_**

**SECOND EXHIBIT (CONFIDENTIAL) TO THE  
PREFILED DIRECT TESTIMONY OF**

**WILLIAM T. EINSTEIN**

**ON BEHALF OF PUGET SOUND ENERGY**

**REDACTED  
VERSION**

**JUNE 20, 2019**

**LEWIS AND THURSTON COUNTIES, WASHINGTON  
SKOOKUMCHUCK WIND PROJECT**

**AMENDED AND RESTATED  
POWER PURCHASE AGREEMENT**

**between**

**PUGET SOUND ENERGY, INC.**

**as Purchaser**

**and**

**SKOOKUMCHUCK WIND ENERGY PROJECT, LLC**

**as Seller**

**dated as of**

**January 11, 2019**

SHADED INFORMATION IS DESIGNATED AS  
CONFIDENTIAL PER WAC 480-07-160

## TABLE OF CONTENTS

	<u>Page</u>
ARTICLE 1 GENERAL TERMS AND CONDITIONS.....	1
1.1    Definitions.....	1
1.2    Interpretation.....	1
ARTICLE 2 SALE AND PURCHASE OF ENERGY; OPERATION .....	2
2.1    Purchase and Sale .....	2
2.2    Contract Rate .....	3
2.3    Attributes and Incentives .....	4
2.4    Purchaser’s Failure to Accept Delivery of Energy .....	5
2.5    Billing and Payment.....	6
2.6    Title and Risk of Loss .....	7
2.7    Curtailment and Outages.....	7
2.8    Curtailment Notification Requirements .....	8
2.9    Interconnection and Transmission .....	8
2.10   Scheduling Coordinator; Imbalance Charges .....	9
2.11   Sales for Resale.....	10
2.12   Wind Project Operations and Maintenance .....	10
2.13   Guaranteed Output .....	11
2.14   Energy Imbalance Market.....	11
ARTICLE 3 TERM.....	12
3.1    Term .....	12
3.2    Initial Term .....	12
3.3    Renewal Term.....	12

ARTICLE 4	TIMELINE, DEFAULT AND TERMINATION .....	12
4.1	Completion Timeline; Liquidated Damages .....	12
4.2	Events of Default .....	15
4.3	Termination.....	17
4.4	Default Remedies .....	18
4.5	Project Expansion .....	19
ARTICLE 5	Credit Support .....	20
5.1	Credit Support.....	20
5.2	Utilization of Credit Support .....	20
5.3	Seller Downgrade Event .....	20
5.4	Letter of Credit.....	20
5.5	Reporting Requirements .....	20
ARTICLE 6	DATA, METERING AND MEASUREMENT.....	20
6.1	Metering Equipment .....	20
6.2	Measurement of Tendered Energy.....	21
6.3	Testing and Correction.....	22
6.4	Meter Data and Records.....	23
6.5	Wind Data .....	24
ARTICLE 7	REPRESENTATIONS, WARRANTIES AND COVENANTS .....	24
7.1	Seller’s Representations and Warranties .....	24
7.2	Purchaser’s Representations and Warranties .....	25
7.3	Seller’s Covenants .....	27

7.4	Purchaser’s Covenants .....	27
ARTICLE 8 INDEMNIFICATION AND INSURANCE .....		27
8.1	General Indemnity .....	27
8.2	Insurance .....	28
ARTICLE 9 GOVERNMENT APPROVALS .....		30
9.1	Government Approvals - Seller’s Obligation .....	30
9.2	Assistance .....	30
9.3	Government Approvals – Purchaser’s Obligation .....	31
ARTICLE 10 MISCELLANEOUS .....		31
10.1	Confidential Information .....	31
10.2	Successors and Assigns; Assignment .....	33
10.3	Change of Control of Seller .....	35
10.4	Financing Liens.....	35
10.5	Notices .....	35
10.6	Force Majeure .....	36
10.7	Amendments .....	37
10.8	Records; Audit Rights.....	37
10.9	Waivers .....	38
10.10	Waiver of Certain Damages; Certain Acknowledgments.....	38
10.11	Survival.....	39
10.12	Severability .....	39
10.13	Standard of Review.....	39

10.14	Governing Law .....	39
10.15	Consent to Jurisdiction.....	39
10.16	Waiver of Trial by Jury.....	40
10.17	Disputes.....	40
10.18	Specific Performance .....	40
10.19	No Third-Party Beneficiaries .....	41
10.20	No Agency .....	41
10.21	Changed Circumstances.....	41
10.22	Further Assurances.....	41
10.23	Good Faith .....	41
10.24	Services Contract .....	41
10.25	Forward Contract .....	42
10.26	Separation of Functions .....	42
10.27	Captions; Construction.....	42
10.28	Entire Agreement; Reservation of Rights .....	42
10.29	Counterparts; Electronic Delivery .....	43

Attachments:

- Annex I - Definitions
  
- Exhibit A - Wind Project Configuration
- Exhibit B - Contract Rate
- Exhibit C - Attestation Form
- Exhibit D - Form of Seller's Guaranty
- Exhibit E - Form of Letter of Credit

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]



[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted];

[Redacted text block containing multiple lines of obscured information]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]



[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]



[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted text block]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

- [Redacted]
- [Redacted]
- [Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]



[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]



[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted text block]

[Redacted text block]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted];

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]



[Redacted]

[Redacted]

[Redacted]

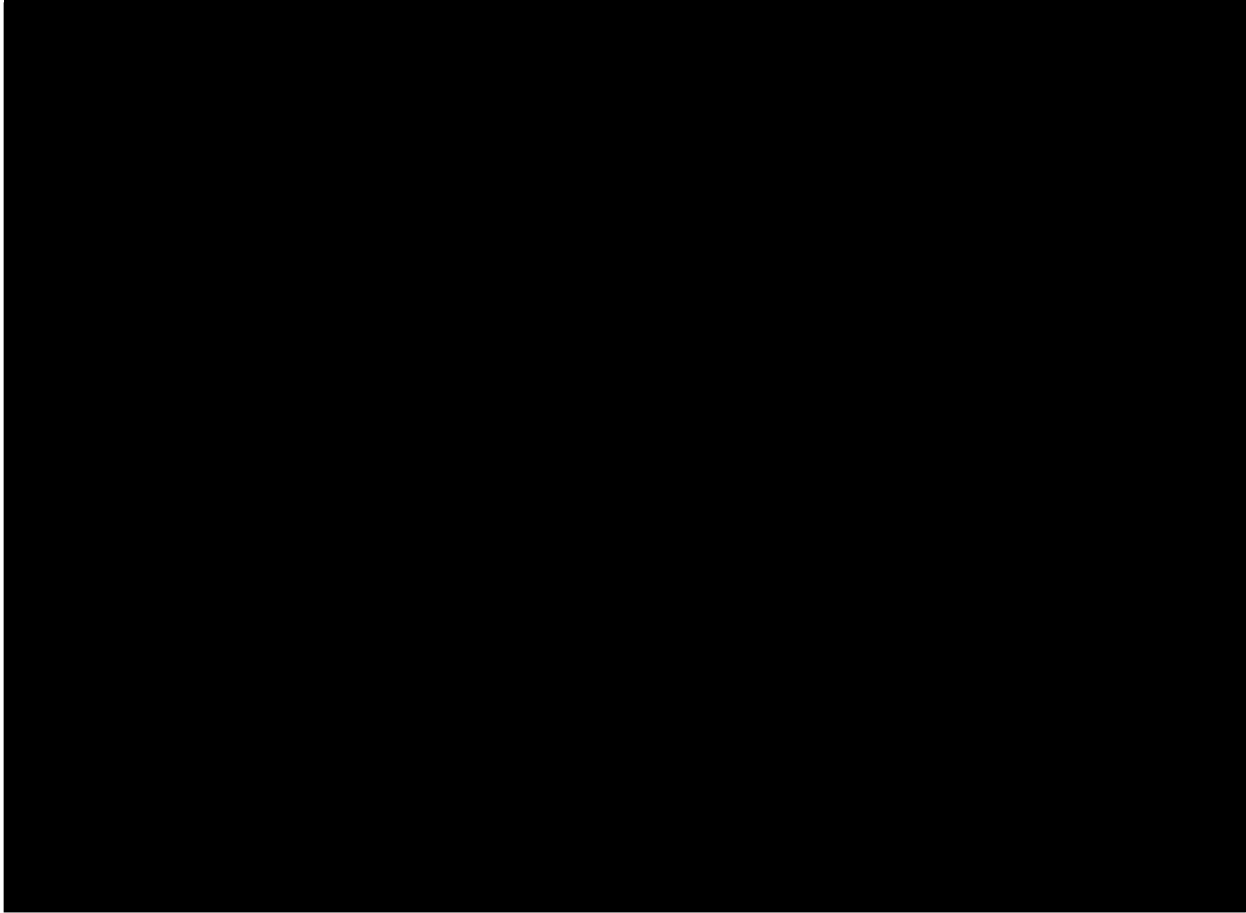
[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]



Signature Page to Skookumchuck PPA

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted text block]

[Redacted text block containing multiple lines of blacked-out content]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]



[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted text block containing multiple paragraphs of information obscured by black bars]

[Redacted text block containing multiple paragraphs of information obscured by black bars]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[REDACTED]

[REDACTED]

[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]





[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]
[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]
[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]
[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]
[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]
[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]
[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]
[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]
[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]
[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]	[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

---

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]



[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[REDACTED]



[Redacted text block]

[Redacted text line]

[Redacted text line]

[Redacted text block]

[Redacted text line]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]



[Redacted]

---

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]