WUTC DOCKET: UE-190529, et al EXHIBIT: WTE-3C (R) ADMIT 🗹 W/D 🗖 REJECT 🗖

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.

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

**PUGET SOUND ENERGY,** 

Respondent.

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

> Exh. WTE-3C Page 1 of 80

### **TABLE OF CONTENTS**

			Page	
ARTI	CLE 1 C	GENERAL TERMS AND CONDITIONS		1
	1.1	Definitions		1
	1.2	Interpretation		1
ARTI	CLE 2 S	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		0
	2.12	Wind Project Operations and Maintenance		0
	2.13	Guaranteed Output	1	1
	2.14	Energy Imbalance Market	1	1
ARTI	CLE 3 1	ГЕRM	1	2
	3.1	Term	1	2
	3.2	Initial Term	1	2
	3.3	Renewal Term		2

ARTIC	CLE 4 T	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
ARTIC	CLE 5 C	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
ARTIC	CLE 6 I	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
ARTIC	CLE 7 F	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

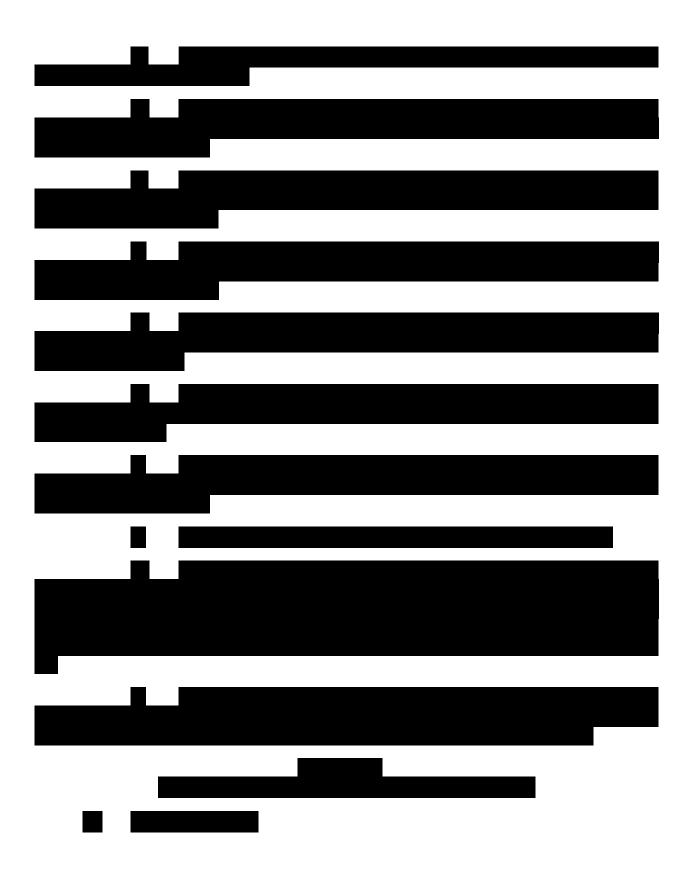
7.4	Purchaser's Covenants	7
ARTICLE 8 I	NDEMNIFICATION AND INSURANCE	7
8.1	General Indemnity	7
8.2	Insurance	8
ARTICLE 9 0	GOVERNMENT APPROVALS	0
9.1	Government Approvals - Seller's Obligation	0
9.2	Assistance	0
9.3	Government Approvals – Purchaser's Obligation	1
ARTICLE 10	MISCELLANEOUS	1
10.1	Confidential Information	1
10.2	Successors and Assigns; Assignment	3
10.3	Change of Control of Seller	5
10.4	Financing Liens	5
10.5	Notices	5
10.6	Force Majeure	6
10.7	Amendments	7
10.8	Records; Audit Rights	7
10.9	Waivers	8
10.10	Waiver of Certain Damages; Certain Acknowledgments	8
10.11	Survival	9
10.12	Severability	9
10.13	Standard of Review	9

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

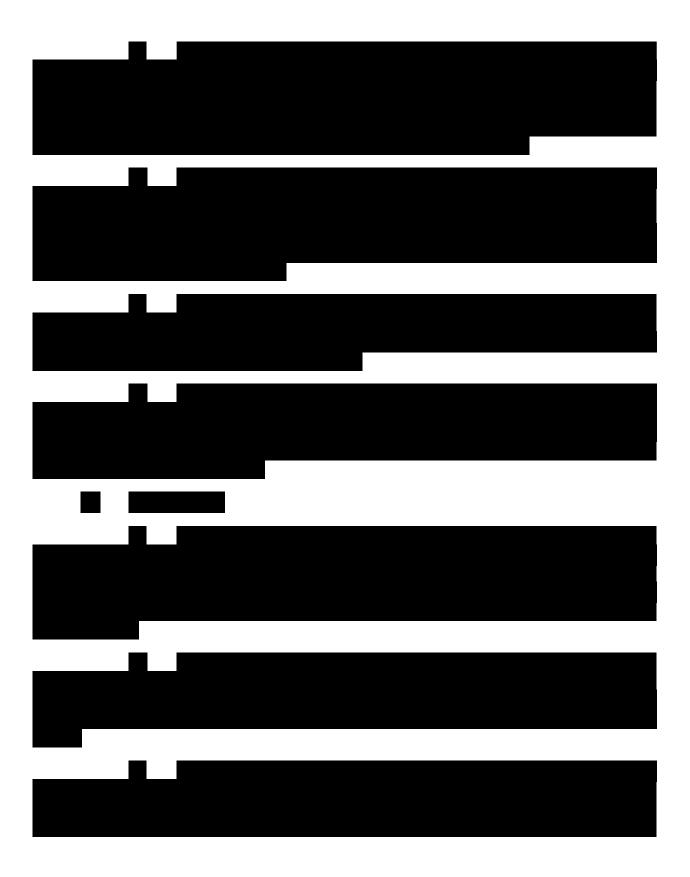
### Attachments:

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

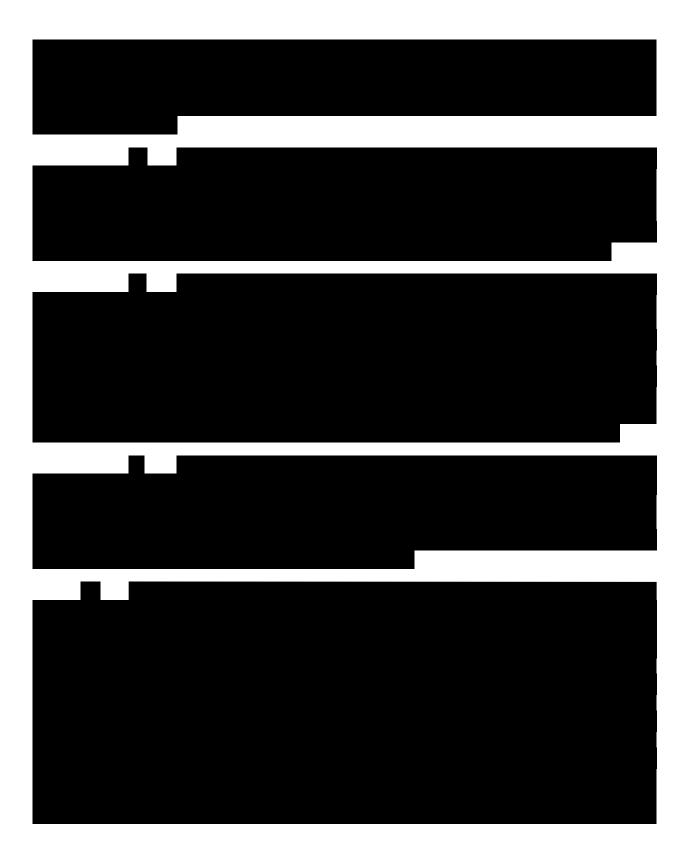
Exh. WTE-3C Page 7 of 80



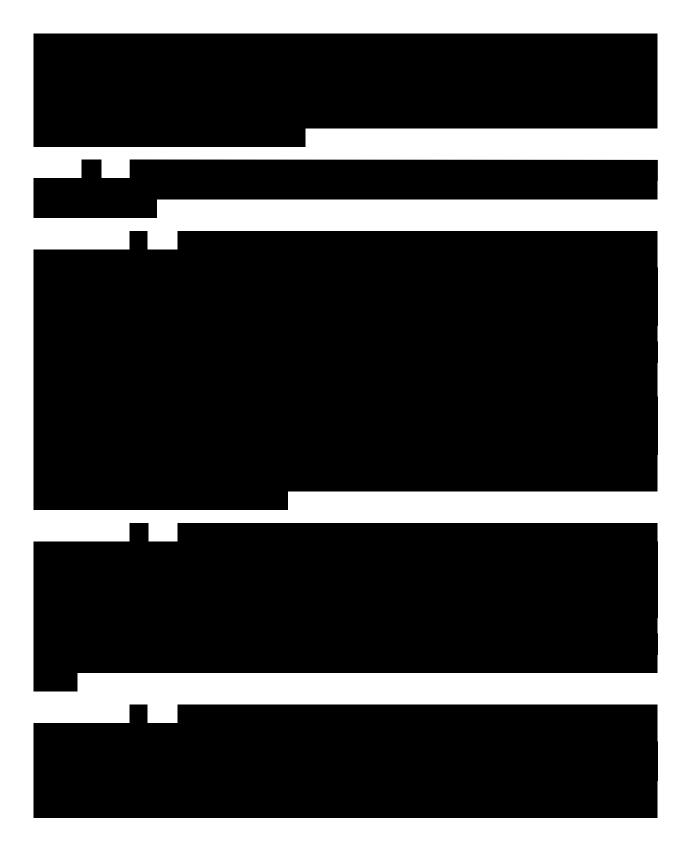
Exh. WTE-3C Page 8 of 80

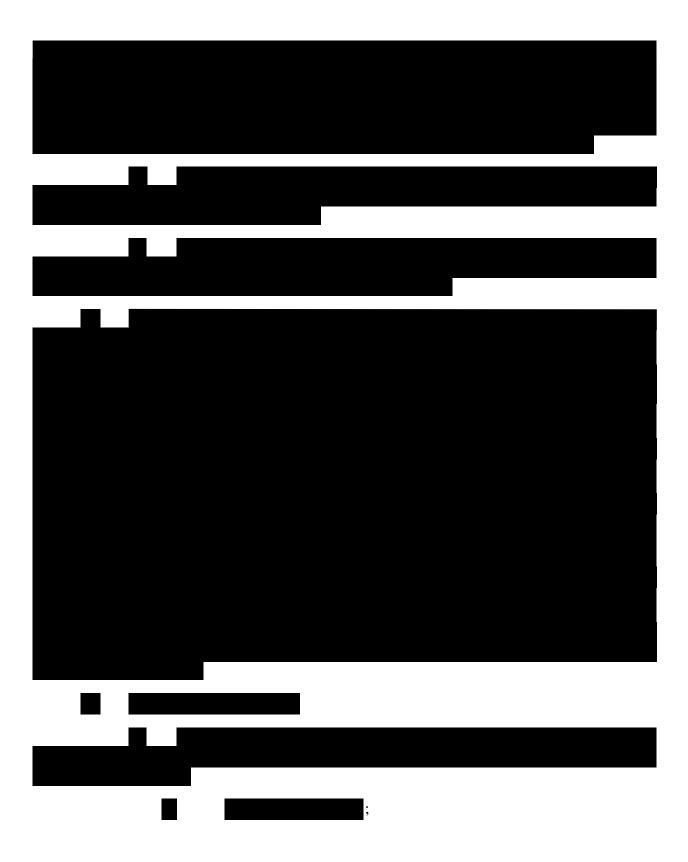




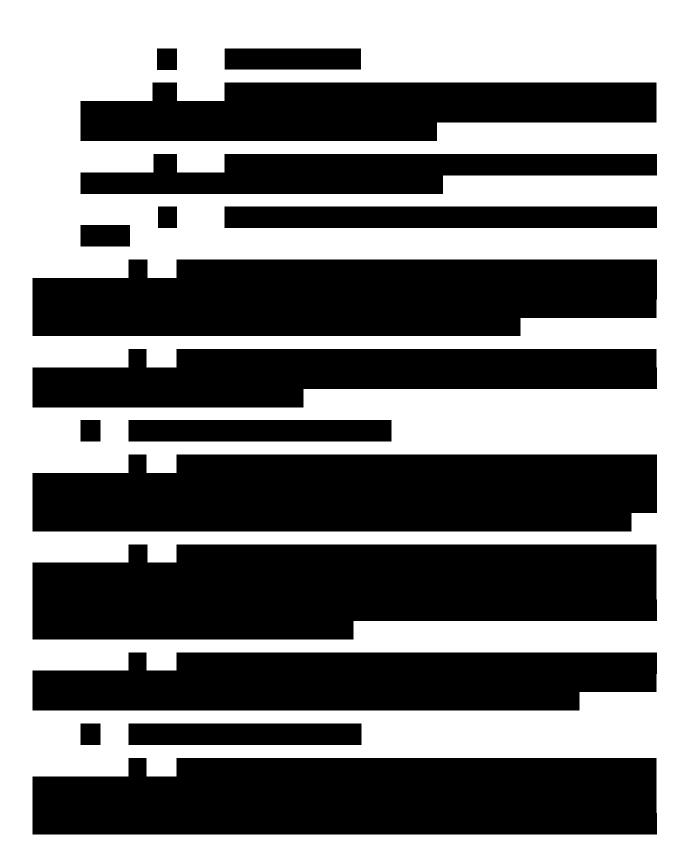


Exh. WTE-3C Page 11 of 80





Exh. WTE-3C Page 13 of 80



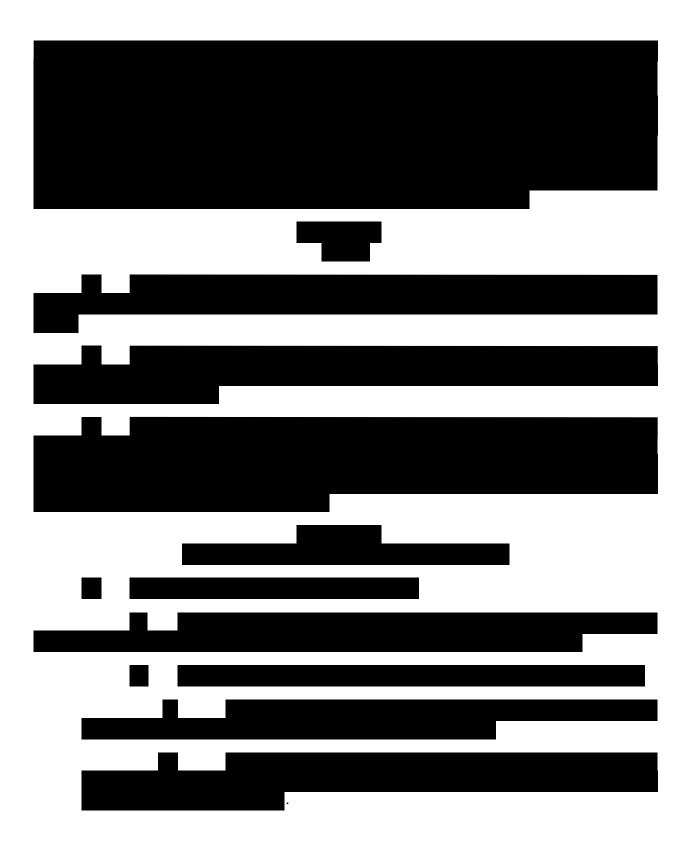
Exh. WTE-3C Page 14 of 80



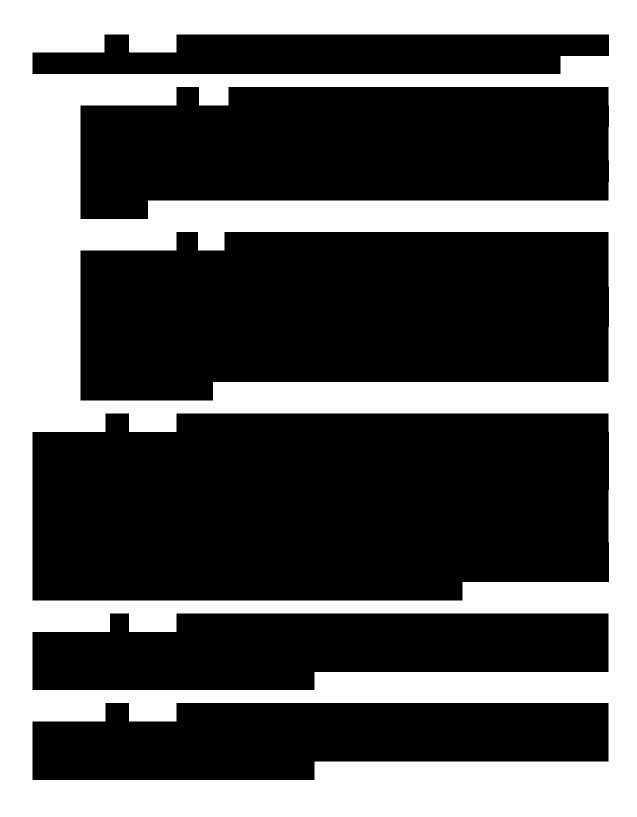
Exh. WTE-3C Page 15 of 80

Exh. WTE-3C Page 16 of 80

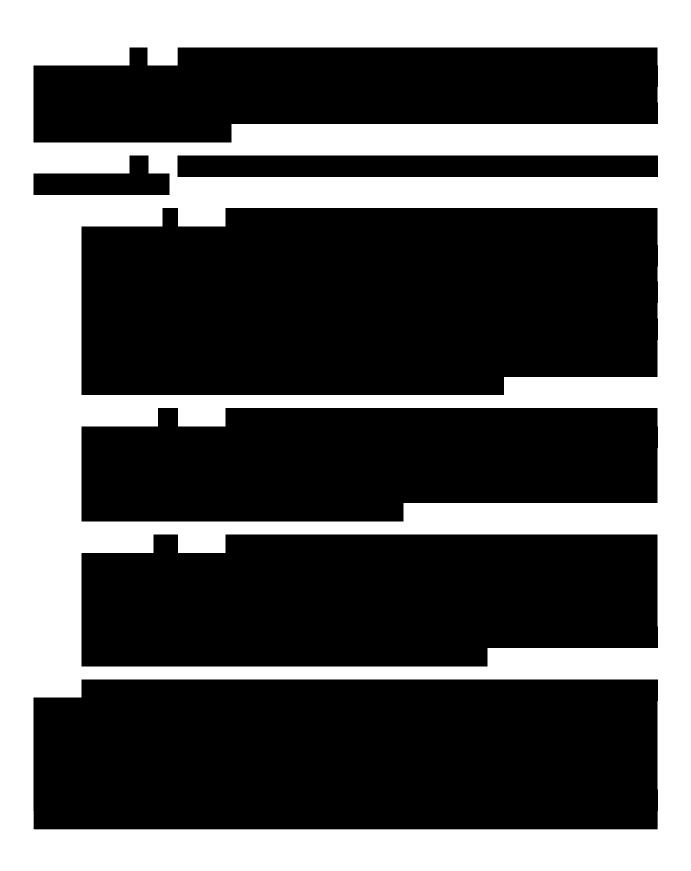
Exh. WTE-3C Page 17 of 80



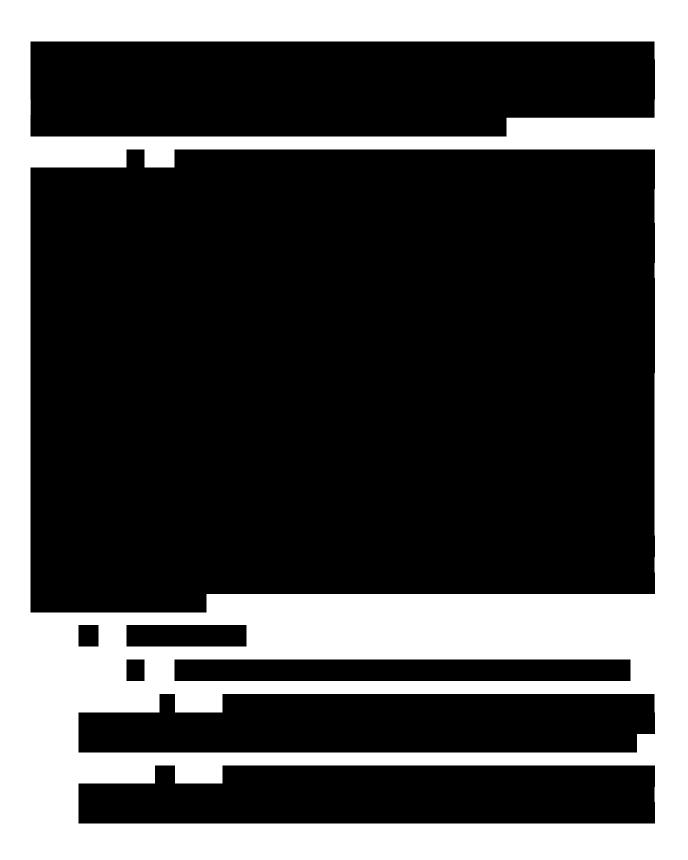
Exh. WTE-3C Page 18 of 80



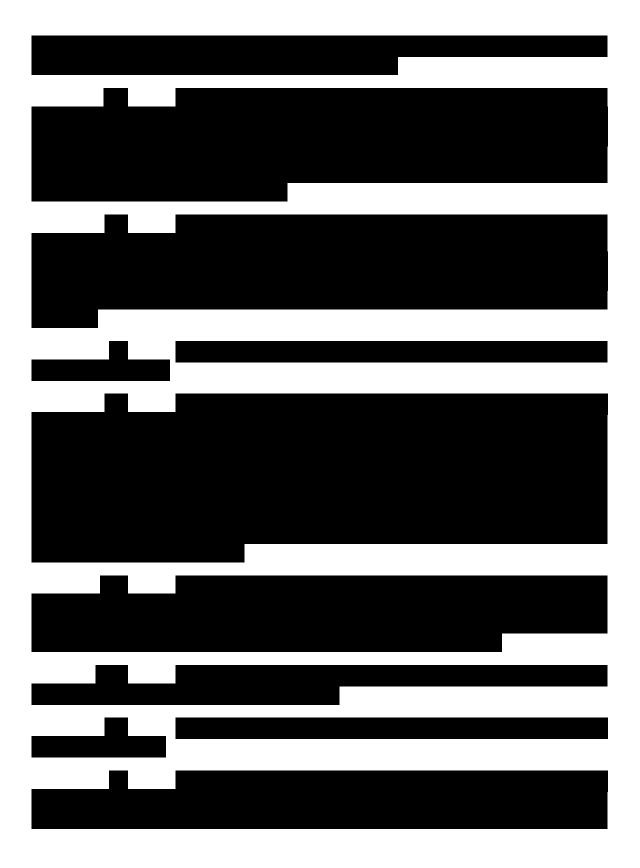
Exh. WTE-3C Page 19 of 80



Exh. WTE-3C Page 20 of 80



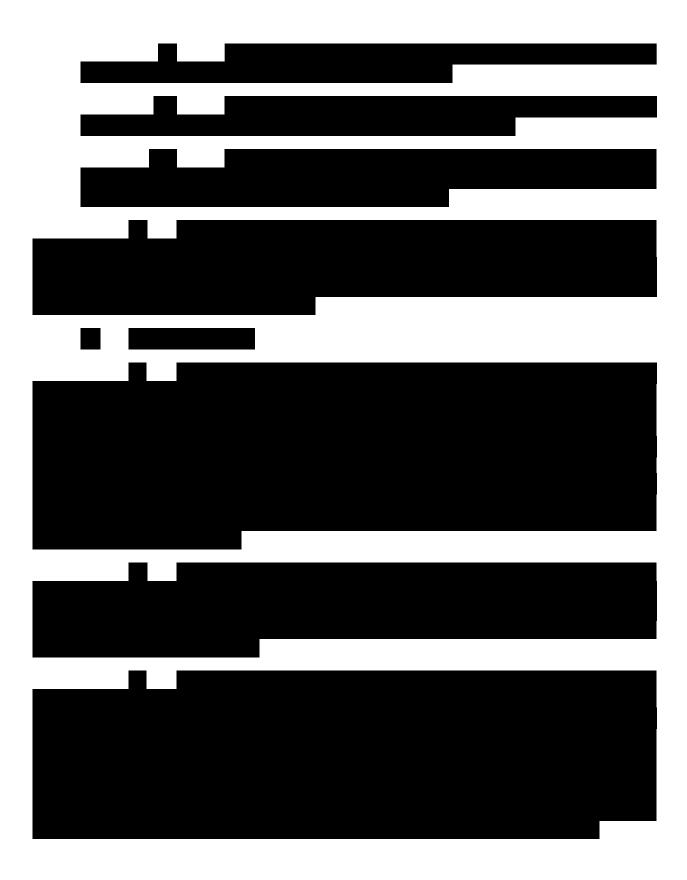
Exh. WTE-3C Page 21 of 80







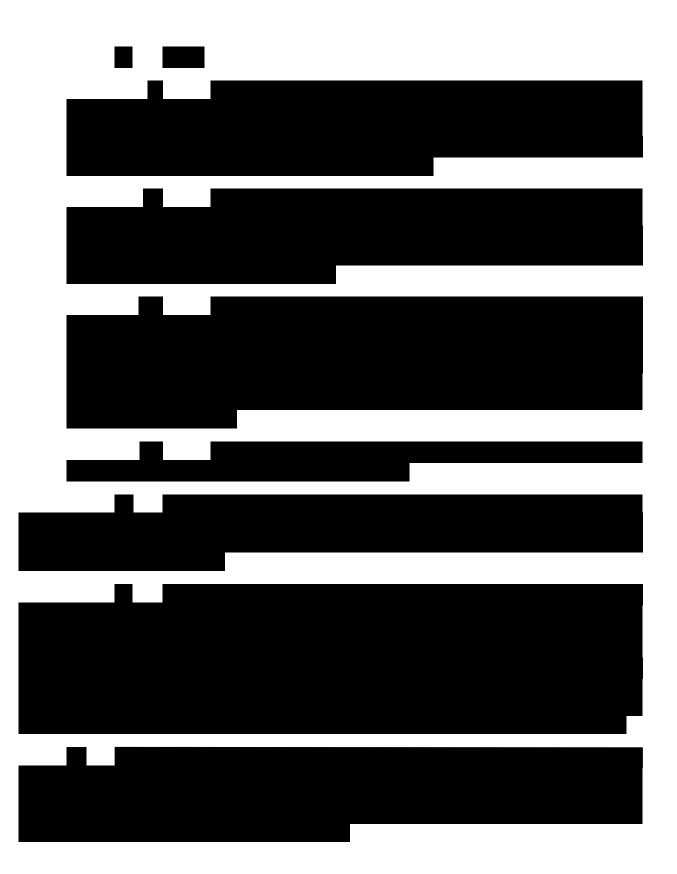
Exh. WTE-3C Page 24 of 80



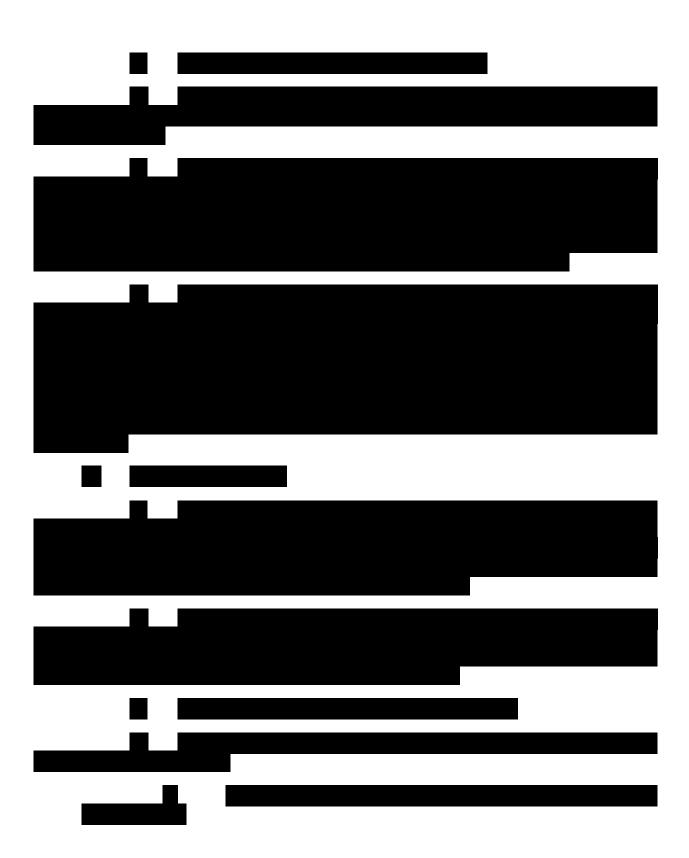
Exh. WTE-3C Page 25 of 80



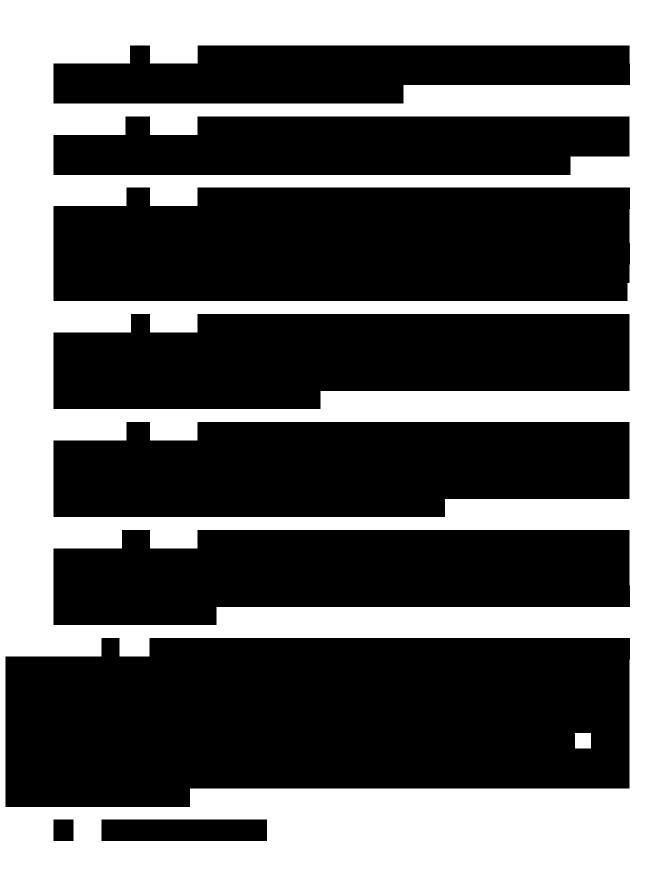
Exh. WTE-3C Page 26 of 80



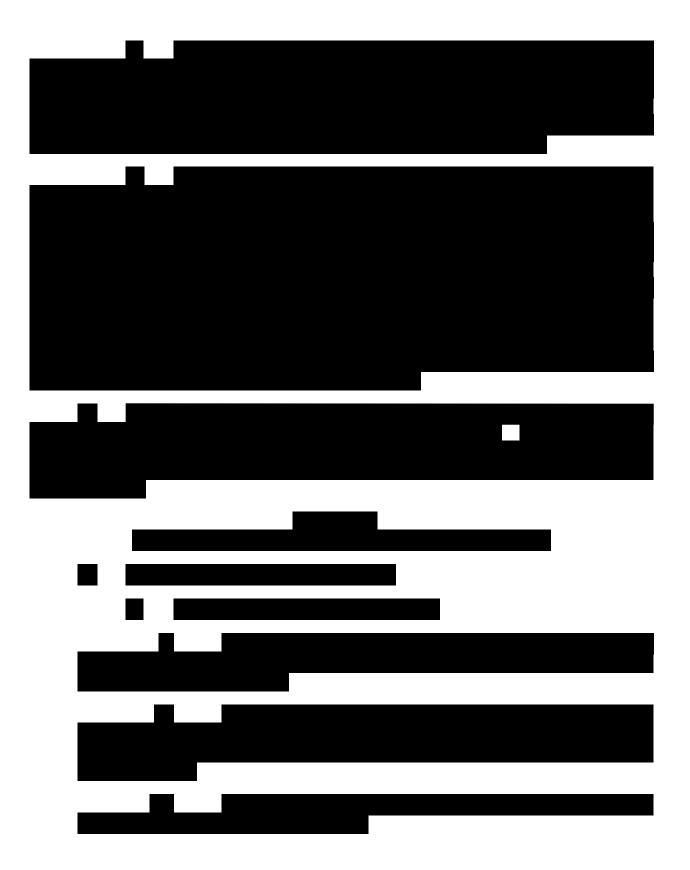
Exh. WTE-3C Page 27 of 80



Exh. WTE-3C Page 28 of 80

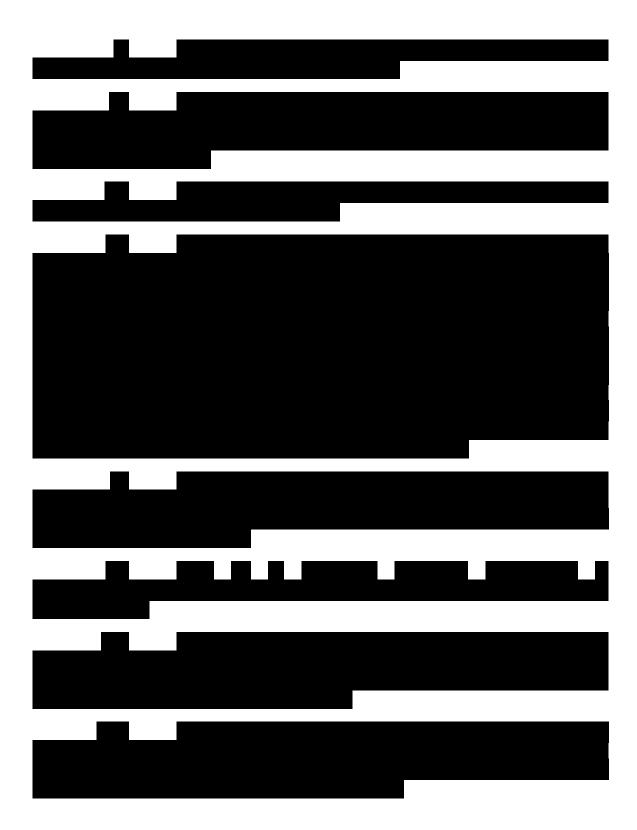


Exh. WTE-3C Page 29 of 80



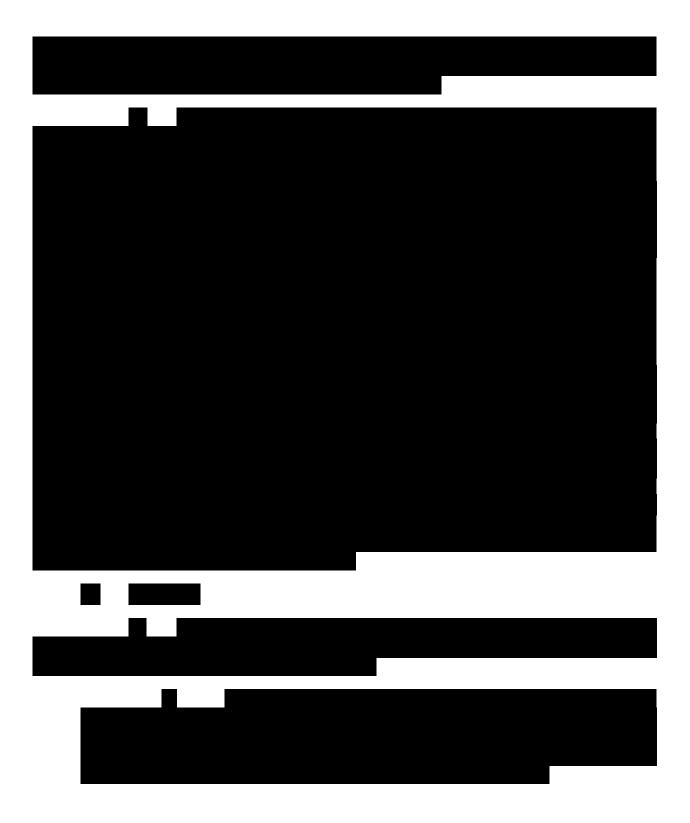


Exh. WTE-3C Page 31 of 80



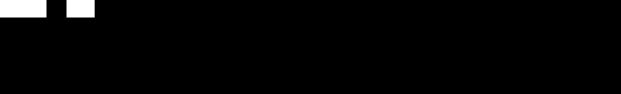


Exh. WTE-3C Page 33 of 80

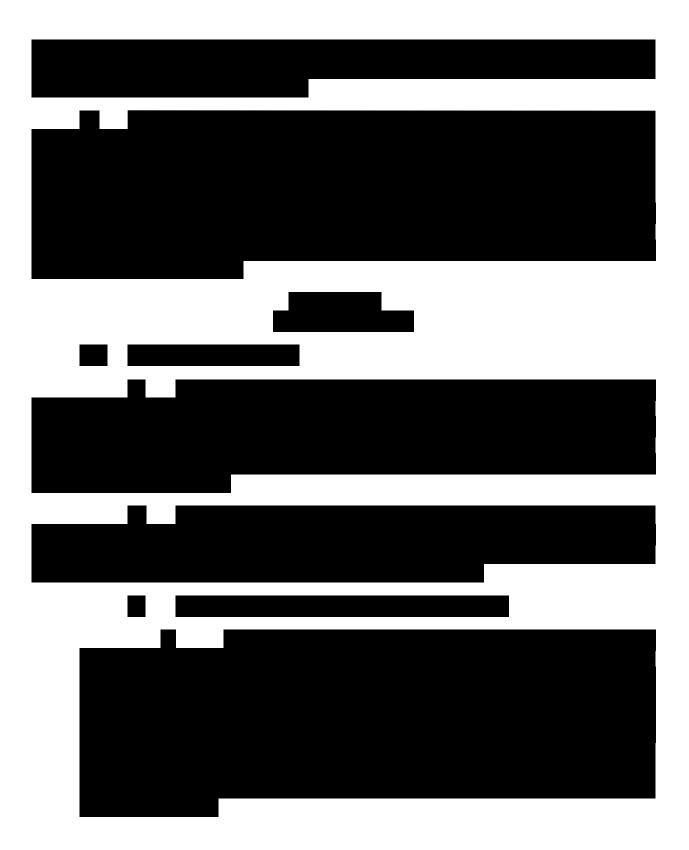








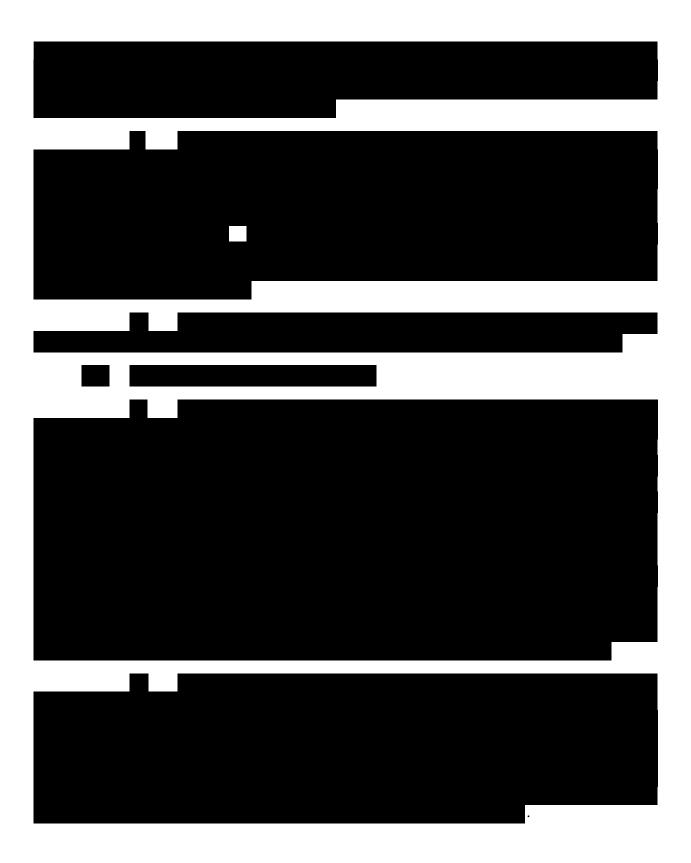
Exh. WTE-3C Page 36 of 80

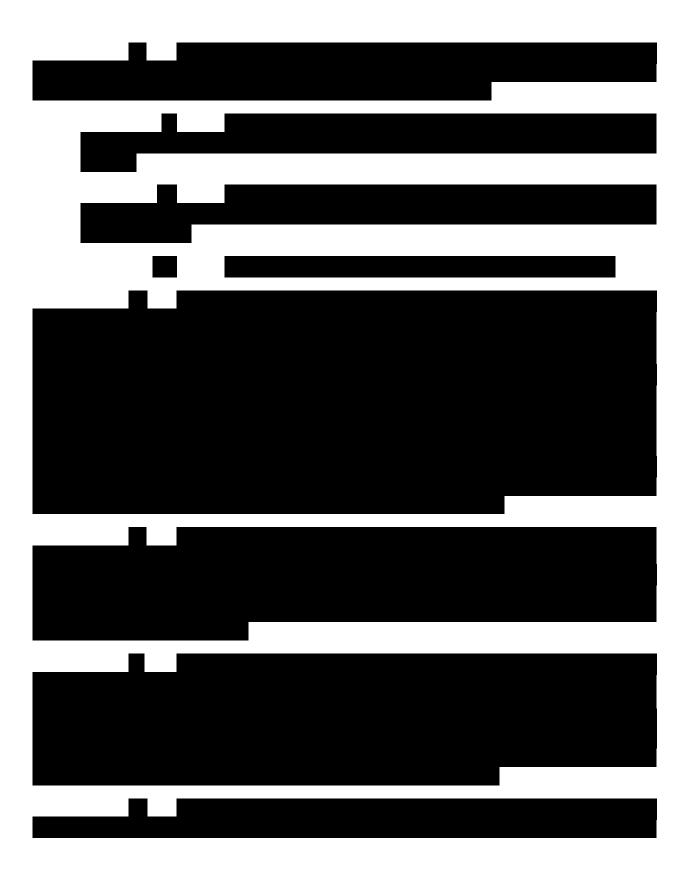


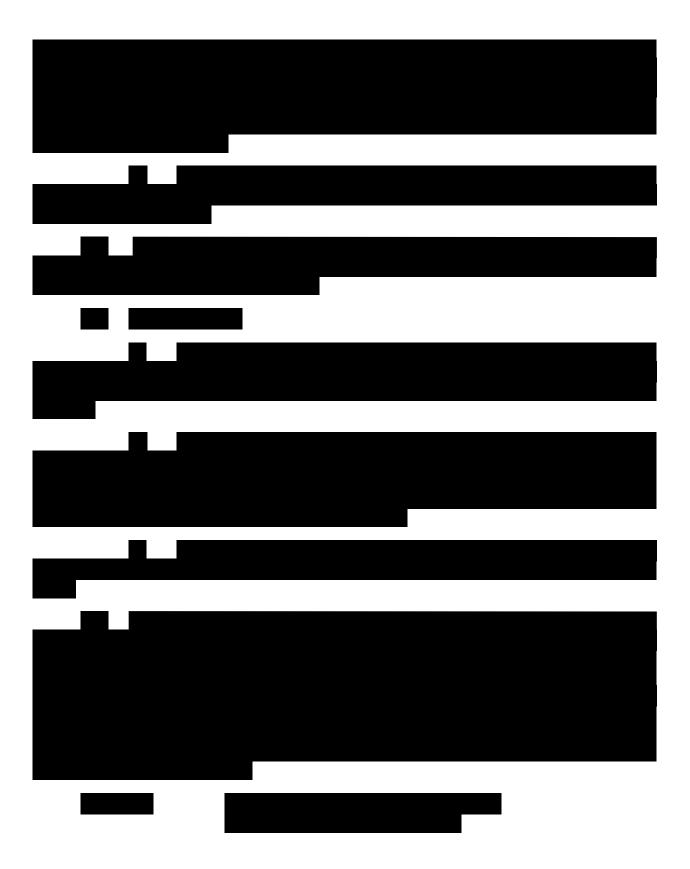
Exh. WTE-3C Page 37 of 80



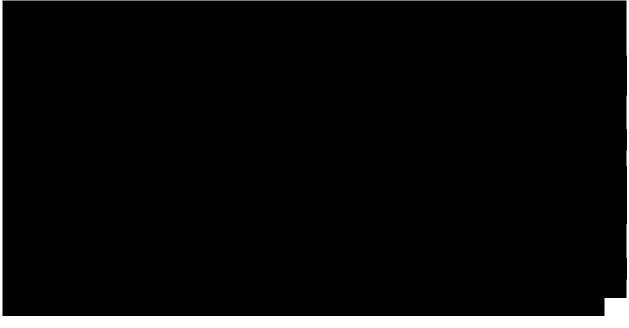
Exh. WTE-3C Page 38 of 80











Exh. WTE-3C Page 43 of 80





Exh. WTE-3C Page 45 of 80



Exh. WTE-3C Page 47 of 80



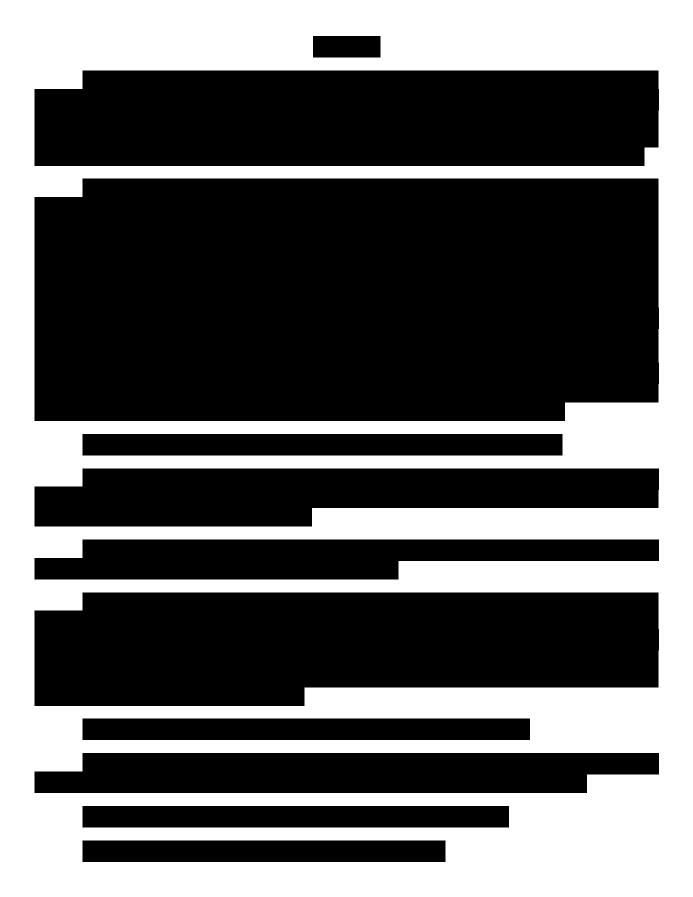
Exh. WTE-3C Page 48 of 80

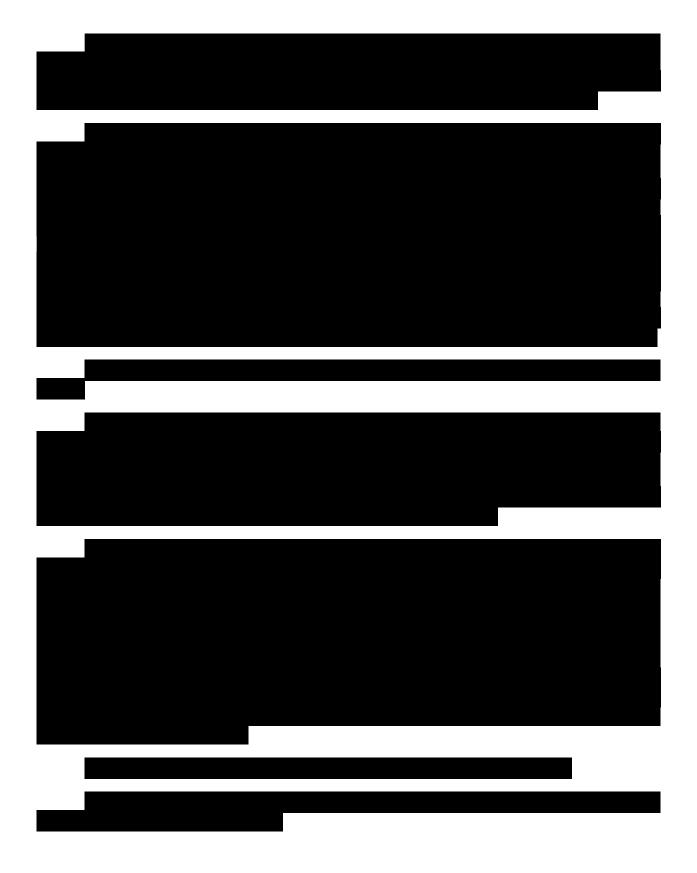


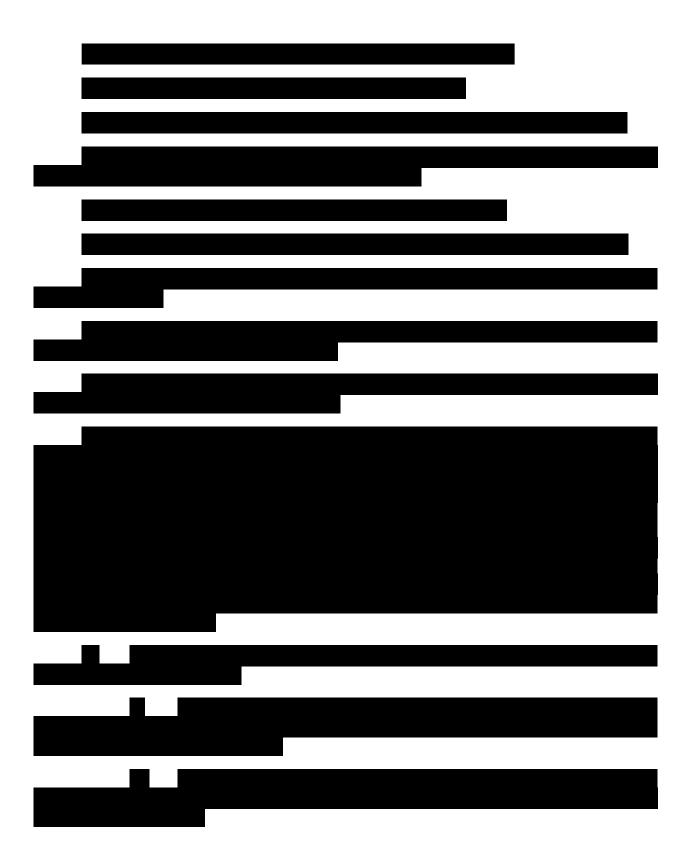


Signature Page to Skookumchuck PPA

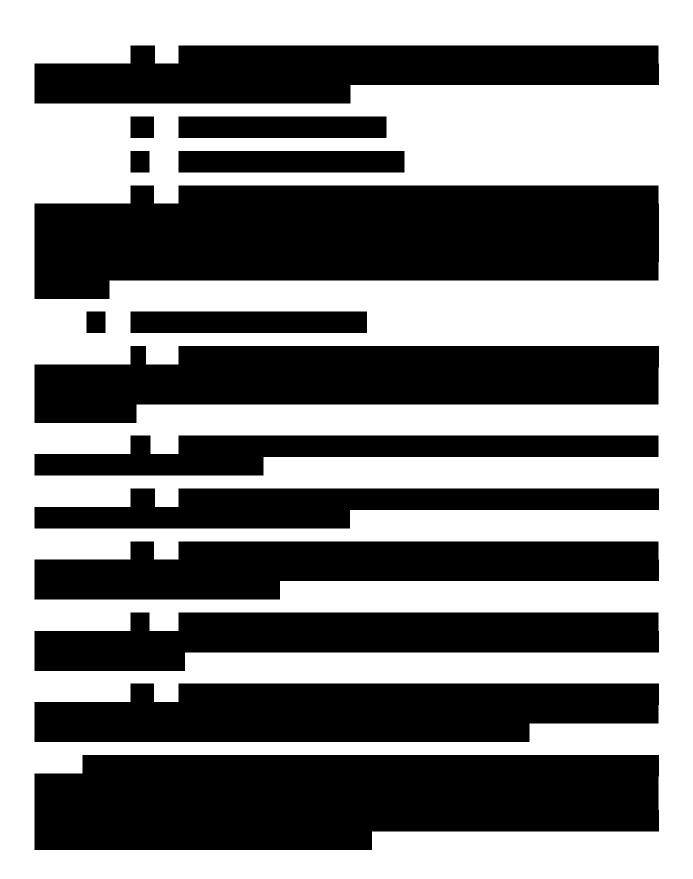
/





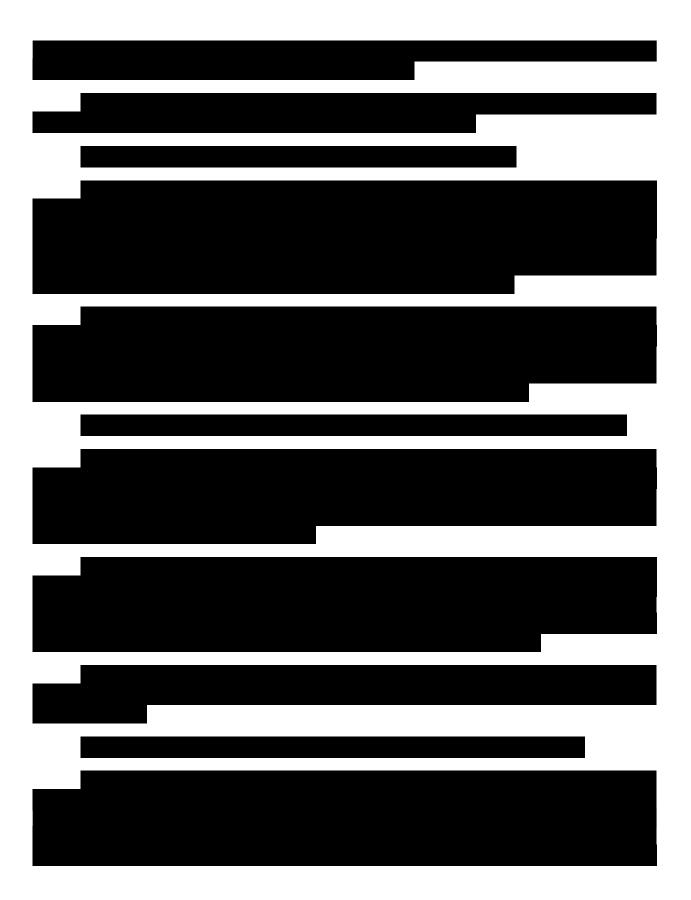


Exh. WTE-3C Page 54 of 80

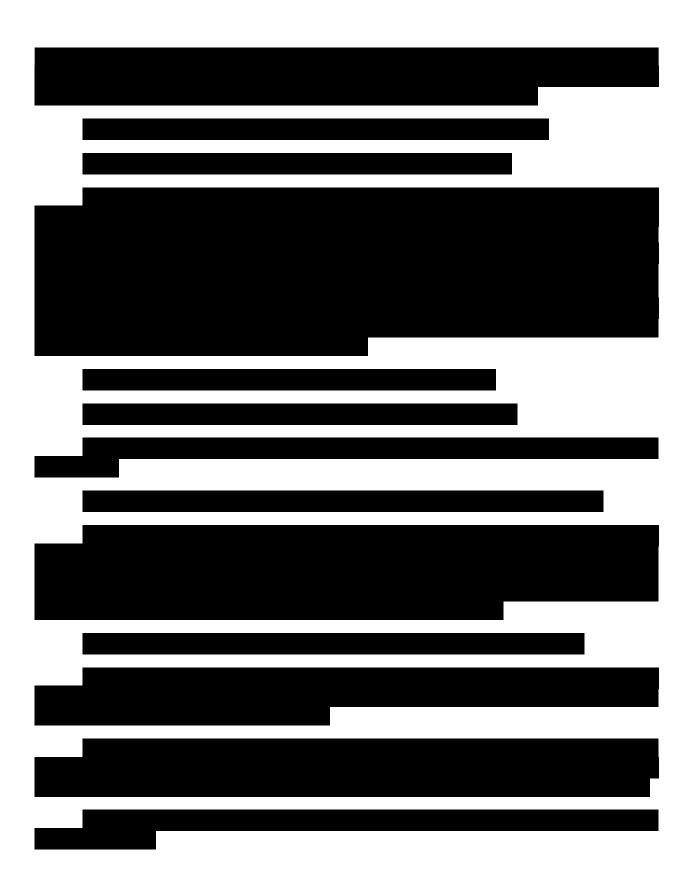




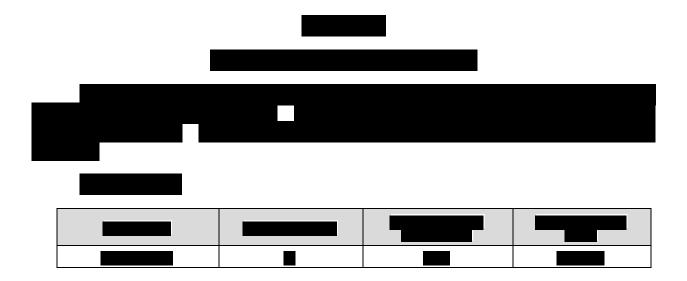
Exh. WTE-3C Page 58 of 80



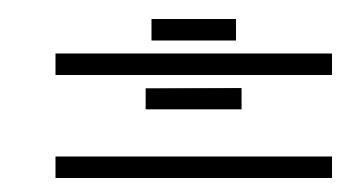
Exh. WTE-3C Page 59 of 80







	_	
	_	

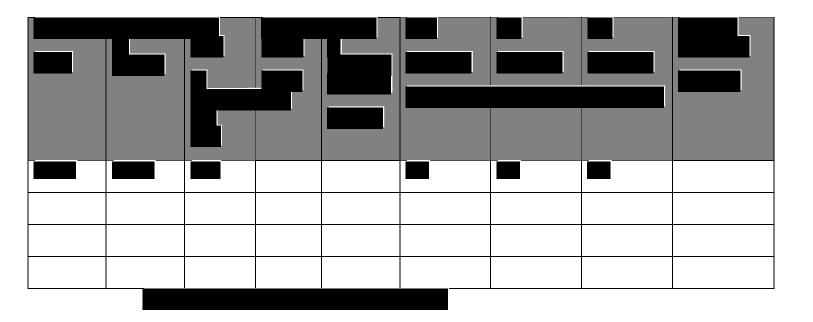








Exh. WTE-3C Page 65 of 80







Exh. WTE-3C Page 66 of 80

 -		
	_	





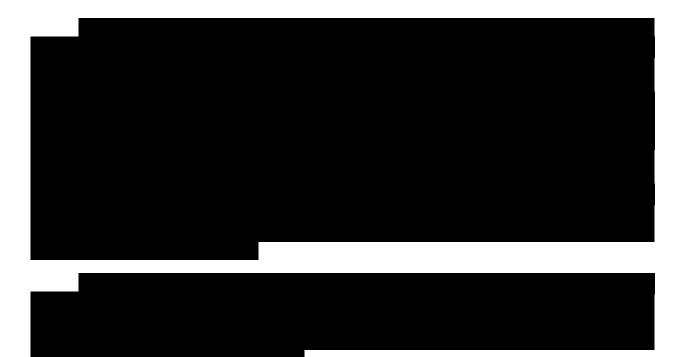
Exh. WTE-3C Page 70 of 80



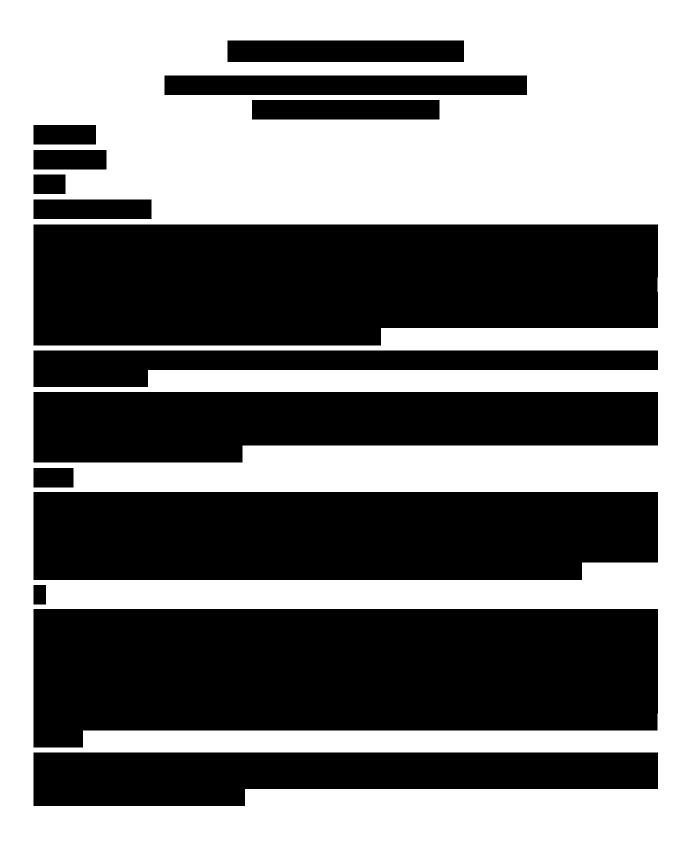
Exh. WTE-3C Page 71 of 80

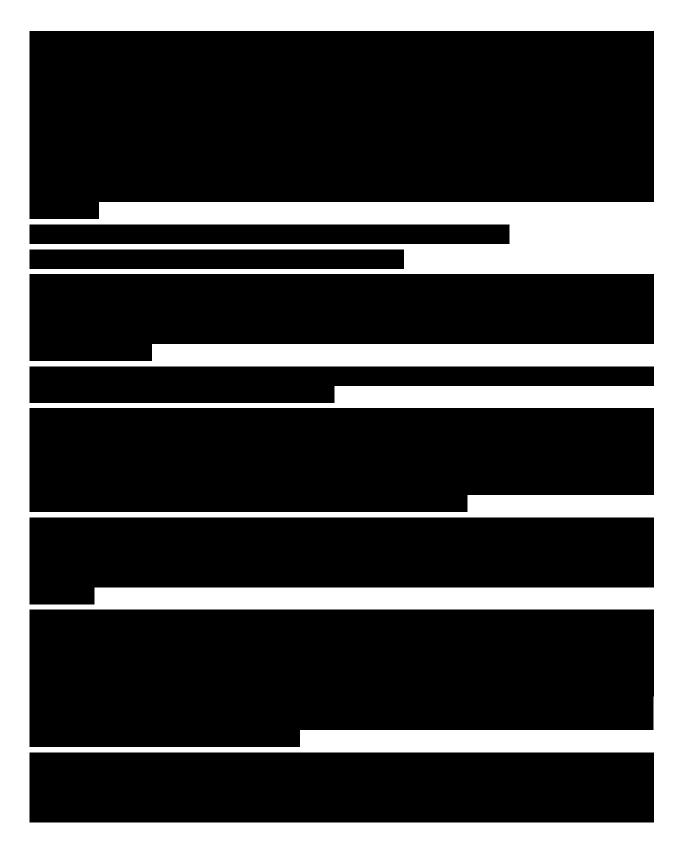
Exh. WTE-3C Page 72 of 80

Exh. WTE-3C Page 73 of 80









Exh. WTE-3C Page 78 of 80

