

Clements, Paul {Mkt Function}

From: Luigi Resta <luigi.resta@scatecsolar.us>
Sent: Tuesday, February 17, 2015 4:24 PM
To: Clements, Paul {Mkt Function}
Subject: FW: Revised Rocky Mountain 3 Peaks PPA
Attachments: BL_1_16_15_PROPOSED FORM of QF Power Purchase Agreement - PROPOSED FORM of QF Power Purchase Agreement.pdf; PROPOSED FORM of QF Power Purchase Agreement DMEAST_20463936(2).DOCX

Paul,

Please see attached the red lined contract.

Best,

Luigi

From: <Oldroyd>, Jerry Oldroyd <OldroydJ@ballardspahr.com>
Date: Friday, January 16, 2015 at 9:03 AM
To: Luigi Resta <luigi.resta@scatecsolar.us>
Subject: Revised Rocky Mountain 3 Peaks PPA

Sorry for the delay, but here is the draft. Please review and get back to me. There are several issues that I need to discuss with you before I send the document to PacifiCorp. On another topic, I just discovered that PacifiCorp is preparing a bill for the legislature that would keep the RECs with the utility. RMP is simply trying to go around the Commission Order leaving the RECs with the developer. I will send the bill to you as soon as it is available.

Jerry

Jerold G. Oldroyd
Ballard Spahr LLP
One Utah Center, Suite 800
201 South Main Street
Salt Lake City, UT 84111-2221
Direct 801.517.6801
Mobile 801.560.3337
Fax 801.531.3001
oldroydj@ballardspahr.com | www.ballardspahr.com

From: Lowder, Darin (DC)
Sent: Friday, January 16, 2015 9:47 AM
To: Oldroyd, Jerold G. (SLC)
Cc: Hoffmann, R. Thomas (DC)
Subject: Revised Rocky Mountain 3 Peaks PPA

Jerry,
Attached is a revised draft of the 3 Peaks Power Purchase Agreement, with the changes we discussed. As noted on our call, the Word version contains the changes we have made during the past week, while the blackline shows the changes against the November 25 draft we provided to PacifiCorp. When we are ready to send to PacifiCorp, we will need to

accept the changes and prepare a clean Word version (the attached versions have our comments to Scatec, etc. and should not be shared with PacifiCorp).

Let me know when Luigi has reviewed and is ready to discuss, or has any additional questions or comments.

Darin M. Lowder

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Washington, DC 20006-1157

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Clements, Paul {Mkt Function}

From: Luigi Resta <luigi.resta@scatecsolar.us>
Sent: Tuesday, February 24, 2015 6:38 PM
To: Clements, Paul {Mkt Function}
Subject: Re: Automatic reply: updated indicative QF pricing for Three Peaks Solar

Paul,

Can we have another quick call to discuss how to move our PPA forward. I am hoping that we can demonstrate that we have the ability to deliver to you and the utility. I understand there may be a lot of other companies and projects that are sandbagging and taking up your time, as you know I am not one of them.

Best,

Luigi

From: <Clements>, Paul Clements <Paul.Clements@PacifiCorp.com>
Date: Tuesday, February 17, 2015 at 1:45 PM
To: Luigi Resta <luigi.resta@scatecsolar.us>
Subject: RE: Automatic reply: updated indicative QF pricing for Three Peaks Solar

That works. Call my cell 801 910 4579

From: Luigi Resta [<mailto:luigi.resta@scatecsolar.us>]
Sent: Tuesday, February 17, 2015 2:24 PM
To: Clements, Paul {Mkt Function}
Subject: Re: Automatic reply: updated indicative QF pricing for Three Peaks Solar

Does 30 minutes from now work?

From: <Clements>, Paul Clements <Paul.Clements@PacifiCorp.com>
Date: Tuesday, February 17, 2015 at 2:22 PM
To: Luigi Resta <luigi.resta@scatecsolar.us>
Subject: RE: Automatic reply: updated indicative QF pricing for Three Peaks Solar

Give me a call on my cell when you are available. I am in Portland today.

From: Luigi Resta [<mailto:luigi.resta@scatecsolar.us>]
Sent: Tuesday, February 17, 2015 8:22 AM
To: Clements, Paul {Mkt Function}
Subject: Re: Automatic reply: updated indicative QF pricing for Three Peaks Solar

Good Morning Paul,

Sorry we missed each other yesterday. How does this morning look?

Best,

Luigi

From: <Clements>, Paul Clements <Paul.Clements@PacifiCorp.com>
Date: Monday, February 16, 2015 at 8:57 AM
To: Luigi Resta <luigi.resta@scatecsolar.us>
Subject: RE: Automatic reply: updated indicative QF pricing for Three Peaks Solar

Luigi,

I am working today and pretty available if you want to call.

Paul

From: Luigi Resta [<mailto:luigi.resta@scatecsolar.us>]
Sent: Tuesday, February 10, 2015 3:15 PM
To: Clements, Paul {Mkt Function}
Subject: Re: Automatic reply: updated indicative QF pricing for Three Peaks Solar

Hey Paul,

Just checking in again. Let me know when a good time to talk would be, I will be in Southern Utah tomorrow Wednesday but available as your schedule allows.

Best,

Luigi

From: Luigi Resta <luigi.resta@scatecsolar.us>
Date: Monday, February 9, 2015 at 10:30 AM
To: Paul Clements <Paul.Clements@PacifiCorp.com>
Subject: Re: Automatic reply: updated indicative QF pricing for Three Peaks Solar

Paul,

Let me know when a good time to talk would be?

I hope you had a nice vacation.

Best,

Luigi

From: <Clements>, Paul Clements <Paul.Clements@PacifiCorp.com>
Date: Wednesday, February 4, 2015 at 5:54 PM
To: Luigi Resta <luigi.resta@scatecsolar.us>
Subject: Automatic reply: updated indicative QF pricing for Three Peaks Solar

I will be out of the office on vacation Wednesday February 4th through Monday February 9th. I will be checking email on a limited basis. If you need immediate assistance, please contact Bruce Griswold at 503 813 5218.

3

Clements, Paul {Mkt Function}

From: Clements, Paul {Mkt Function}
Sent: Tuesday, April 21, 2015 7:57 AM
To: Resta, Luigi
Subject: RE: Next week

I haven't heard back from Jeremy but will check again. Thanks for the invite but I have multiple meetings today so we will have to try another time.

Paul

From: Luigi Resta [mailto:luigi.resta@scatecsolar.us]
Sent: Monday, April 20, 2015 4:49 PM
To: Clements, Paul {Mkt Function}
Subject: Re: Next week

Any update? Also have you made any headway on the idea of including the REC at a higher number? This is VERY last minute, but any chance you can make it down to the site tomorrow? Our EPC is hosting a workers BBQ and it should be a good time. It is also a very good time to see the full site in all it's construction activities.

Best,

Luigi

From: <Clements>, Paul Clements <Paul.Clements@PacifiCorp.com>
Date: Friday, April 17, 2015 at 1:31 PM
To: Luigi Resta <luigi.resta@scatecsolar.us>
Subject: RE: Next week

I will check with Jeremy on status.

From: Luigi Resta [mailto:luigi.resta@scatecsolar.us]
Sent: Thursday, April 16, 2015 10:06 AM
To: Clements, Paul {Mkt Function}
Subject: Re: Next week

Paul,

Do you have any update on our PPA progress? I hope you have had a good week.

Best,

Luigi

From: <Clements>, Paul Clements <Paul.Clements@PacifiCorp.com>
Date: Monday, April 6, 2015 at 8:27 AM
To: Luigi Resta <luigi.resta@scatecsolar.us>
Subject: RE: Next week

Yes. This afternoon is pretty open.

From: Luigi Resta [mailto:luigi.resta@scatecsolar.us]
Sent: Monday, April 06, 2015 9:22 AM
To: Clements, Paul {Mkt Function}
Subject: Re: Next week

Paul,

Sorry I missed you on Friday. I ended up tied up and traveling all day. We did as a side note receive our CUP approval for Three Peaks on Thursday night with Iron County, one more step forward. Are you available for a call today?

Best,

Luigi

From: <Clements>, Paul Clements <Paul.Clements@PacifiCorp.com>
Date: Friday, April 3, 2015 at 7:47 AM
To: Luigi Resta <luigi.resta@scatecsolar.us>
Subject: RE: Next week

We are out all day Wednesday but could do Thursday if you suggest some times. I am around today if you want to give me an call in the office.

From: Luigi Resta [mailto:luigi.resta@scatecsolar.us]
Sent: Friday, April 03, 2015 6:29 AM
To: Clements, Paul {Mkt Function}
Subject: Re: Next week

Paul,

Regretfully Friday does not work for Jerry. He is out of office with now service today. Can we push till Wednesday? Perhaps you and I could have a quick call a little later today?

Best,

Luigi

From: <Clements>, Paul Clements <Paul.Clements@PacifiCorp.com>
Date: Thursday, April 2, 2015 at 3:21 PM
To: Luigi Resta <luigi.resta@scatecsolar.us>
Subject: RE: Next week

Luigi,

Our in-house attorney is open tomorrow afternoon if you are available for a call. 1:00 pacific would work best for me.

Paul

From: Luigi Resta [mailto:luigi.resta@scatecsolar.us]
Sent: Wednesday, April 01, 2015 3:46 PM
To: Clements, Paul {Mkt Function}
Subject: Re: Next week

Great keep me posted. Would love to move this forward. We also need to discuss a couple administrative topics to cover.

Luigi

From: <Clements>, Paul Clements <Paul.Clements@PacifiCorp.com>
Date: Wednesday, April 1, 2015 at 2:33 PM
To: Luigi Resta <luigi.resta@scatecsolar.us>
Subject: RE: Next week

Yes. Let me check our attorney's availability tomorrow or Friday. Today is my first day back so I am trying to get caught up.

From: Luigi Resta [mailto:luigi.resta@scatecsolar.us]
Sent: Wednesday, April 01, 2015 12:34 PM
To: Clements, Paul {Mkt Function}
Subject: Re: Next week

Paul,

Can we work on this? I was on the call regarding schedule 38, so understand you are busy, but I would like to move our PPA forward.

Best,

Luigi

From: Luigi Resta <luigi.resta@scatecsolar.us>
Date: Monday, March 30, 2015 at 10:01 AM
To: Paul Clements <Paul.Clements@PacifiCorp.com>
Subject: Re: Next week

Paul,

I hope your surgery was uneventful and you are on the mend. Can we work on scheduling this call?

Best,

Luigi

From: <Clements>, Paul Clements <Paul.Clements@PacifiCorp.com>
Date: Monday, March 23, 2015 at 9:37 AM
To: Luigi Resta <luigi.resta@scatecsolar.us>
Subject: RE: Next week

It will be early next week. I'm having some minor surgery in a couple hours and will be out this week. But we are pretty free the following week and should be able to make good progress.

----- Original message -----

From: Luigi Resta
Date: 03/23/2015 10:26 AM (GMT-07:00)
To: "Clements, Paul {Mkt Function}"
Subject: Re: Next week

Paul,

Any update on the PPA status and when we can set up the next page turn?

Best,

Luigi

From: <Clements>, Paul Clements <Paul.Clements@PacifiCorp.com>
Date: Monday, March 16, 2015 at 10:44 AM
To: Luigi Resta <luigi.resta@scatecsolar.us>
Subject: RE: Next week

Sure. I am available this afternoon.

From: Luigi Resta [<mailto:luigi.resta@scatecsolar.us>]
Sent: Thursday, March 12, 2015 5:31 PM
To: Clements, Paul {Mkt Function}
Subject: Re: Next week

Paul,

Understood. Can we talk early in the week just you and I? Then plan a call with legal?

Best,

Luigi

From: <Clements>, Paul Clements <Paul.Clements@PacifiCorp.com>
Date: Wednesday, March 11, 2015 at 1:36 PM
To: Luigi Resta <luigi.resta@scatecsolar.us>
Subject: RE: Next week

Luigi,

I have been in Boise all week. We are into next week now on available times to review PPAs. Something late next week would work.

Thanks

From: Luigi Resta [<mailto:luigi.resta@scatecsolar.us>]
Sent: Friday, March 06, 2015 11:38 AM
To: Clements, Paul {Mkt Function}
Subject: Next week

Paul,

Can we meet next week, Tuesday or Wednesday to go through the PPA?

Best,

Luigi

4

Clements, Paul {Mkt Function}

From: Clements, Paul {Mkt Function}
Sent: Wednesday, April 22, 2015 8:07 AM
To: Resta, Luigi
Subject: Three Peaks PPA
Attachments: PROPOSED FORM of QF Power Purchase Agreement DMEAST_20463936(2)-ppw.4.21.15.docx

Luigi,

Please see attached for our markup of the PPA. Let me know when you want to schedule another call to discuss.

Thanks

5

Clements, Paul {Mkt Function}

From: Luigi Resta <luigi.resta@scatecsolar.us>
Sent: Wednesday, May 20, 2015 1:18 PM
To: Clements, Paul; Weinstein, Jeremy; Jerry Oldroyd; Simmons, Bart
Cc: John Spilman
Subject: FW: Revised 3 Peaks PPA
Attachments: BL_PROPOSED FORM of QF Power Purchase Agreement - PROPOSED FORM of QF Power Purchase Agreement DMEAST_21836587(1).PDF; PROPOSED FORM of QF Power Purchase Agreement DMEAST_20463936(4).DOCX

Paul,

Please find attached our updated and redlined PPA based off of the last page turn we did together. We have had the lenders review the earlier version, the comments included here are at the minimal level that the lenders will expect. I hope that this should be easy to review and accept as we are working on getting to final form. Additionally we should have the attachments done this week.

Best,

Luigi

From: <Oldroyd>, Jerry Oldroyd <OldroydJ@ballardspahr.com>
Date: Wednesday, May 20, 2015 at 10:53 AM
To: Luigi Resta <luigi.resta@scatecsolar.us>
Subject: Revised 3 Peaks PPA

Jerry

Jerold G. Oldroyd
Ballard Spahr LLP
One Utah Center, Suite 800
201 South Main Street
Salt Lake City, UT 84111-2221
Direct 801.517.6801
Mobile 801.560.3387
Fax 801.531.3001
oldroydj@ballardspahr.com | www.ballardspahr.com

6

Clements, Paul {Mkt Function}

From: Luigi Resta <luigi.resta@scatecsolar.us>
Sent: Wednesday, June 03, 2015 11:59 AM
To: Clements, Paul {Mkt Function}; Weinstein, Jeremy; Jerry Oldryod; Simmons, Bart
Cc: John Spilman
Subject: Re: Revised 3 Peaks PPA

Paul,

I want to make sure we get on the calendar soon to continue to work on getting our PPA to final form. Can you let me know when might work?

Best,

Luigi

From: Luigi Resta <luigi.resta@scatecsolar.us>
Date: Friday, May 29, 2015 at 3:57 PM
To: Paul Clements <Paul.Clements@PacifiCorp.com>, "Jeremy D. Weinstein" <jeremy.weinstein@pacificorp.com>, Jerry Oldryod <OldroydJ@ballardspahr.com>, "Simmons, Bart" <Bart.Simmons@pacificorp.com>
Cc: John Spilman <john.spilman@scatecsolar.us>
Subject: Re: Revised 3 Peaks PPA

Paul,

It was good to see you last week. We discussed setting up a call this week, which seems to now have slipped past us. Can we set one up for early next week? Possibly Tuesday?

Best,

Luigi

From: Luigi Resta <luigi.resta@scatecsolar.us>
Date: Wednesday, May 20, 2015 at 1:14 PM
To: Paul Clements <Paul.Clements@PacifiCorp.com>, "Jeremy D. Weinstein" <jeremy.weinstein@pacificorp.com>, Jerry Oldryod <OldroydJ@ballardspahr.com>, "Simmons, Bart" <Bart.Simmons@pacificorp.com>
Cc: John Spilman <john.spilman@scatecsolar.us>
Subject: FW: Revised 3 Peaks PPA

Paul,

Please find attached our updated and redlined PPA based off of the last page turn we did together. We have had the lenders review the earlier version, the comments included here are at the minimal level that the lenders will except. I hope that this should be easy to review and accept as we are working on getting to final form. Additionally we should have the attachments done this week.

Best,

Luigi

(6)

From: <Oldroyd>, Jerry Oldroyd <OldroydJ@ballardspahr.com>
Date: Wednesday, May 20, 2015 at 10:53 AM
To: Luigi Resta <luigi.resta@scatecsolar.us>
Subject: Revised 3 Peaks PPA

Jerry

Jerold G. Oldroyd
Ballard Spahr LLP
One Utah Center, Suite 800
201 South Main Street
Salt Lake City, UT 84111-2221
Direct 801.517.6301
Mobile 801.560.3337
Fax 801.531.3001
oldroydj@ballardspahr.com | www.ballardspahr.com

7

Clements, Paul {Mkt Function}

From: Luigi Resta <luigi.resta@scatecsolar.us>
Sent: Monday, June 08, 2015 12:51 PM
To: Clements, Paul {Mkt Function}; Weinstein, Jeremy; Jerry Oldryod
Cc: John Spilman
Subject: FW: Three Peaks Power - PPA - Exhibits
Attachments: Exhibits to PROPOSED FORM of QF Power Purchase Agreement DMEAST_20463936(2) (SSNA version 20150605).docx

Paul,

Please find attached the exhibits for the Utah Three Peaks Power 80 Mw project. These are in redline form for you review.

Best,

Luigi

Clements, Paul {Mkt Function}

From: Luigi Resta <luigi.resta@scatecsolar.us>
Sent: Tuesday, June 23, 2015 3:40 PM
To: Clements, Paul {Mkt Function}; Weinstein, Jeremy; Oldroyd, Jerold G. (SLC)
Cc: Simmons, Bart; Griswold, Bruce {Mkt Function}
Subject: Re: Scatec II Solar PPA comments

Paul,

I believe that we are ok with the current form. Jerry had one clarification question.

Best,

Luigi

From: <Clements>, Paul Clements <Paul.Clements@PacifiCorp.com>
Date: Tuesday, June 23, 2015 at 1:50 PM
To: "Weinstein, Jeremy" <Jeremy.Weinstein@pacificorp.com>, Luigi Resta <luigi.resta@scatecsolar.us>, Jerry Oldroyd <OldroydJ@ballardspahr.com>
Cc: "Simmons, Bart" <Bart.Simmons@pacificorp.com>, Bruce Griswold <bruce.griswold@pacificorp.com>
Subject: RE: Scatec II Solar PPA comments

Luigi,

Did your team have further edits/comments to the PPA Jeremy sent below?

Thanks

From: Weinstein, Jeremy
Sent: Friday, June 12, 2015 10:09 AM
To: Resta, Luigi; Oldroyd, Jerold G. (SLC)
Cc: Simmons, Bart; Clements, Paul {Mkt Function}; Griswold, Bruce {Mkt Function}
Subject: Scatec II Solar PPA comments

Here are our comments.

Clements, Paul {Mkt Function}

From: Luigi Resta <luigi.resta@scatecsolar.us>
Sent: Monday, June 29, 2015 6:25 PM
To: Clements, Paul {Mkt Function}
Subject: RE: levelized prices at .5% degradation

Paul

I believe this should now be with you guys. Let me know if you need anything additional.

Best

Luigi

Sent via the Samsung GALAXY S®4, an AT&T 4G LTE smartphone

----- Original message -----

From: "Clements, Paul {Mkt Function}" <Paul.Clements@pacificorp.com>
Date: 06/29/2015 4:44 PM (GMT-08:00)
To: Luigi Resta <luigi.resta@scatecsolar.us>
Subject: RE: levelized prices at .5% degradation

We need the PPA back from your attorney ASAP to move it along this week.

From: Luigi Resta [<mailto:luigi.resta@scatecsolar.us>]
Sent: Saturday, June 27, 2015 7:53 AM
To: Clements, Paul {Mkt Function}
Subject: Re: levelized prices at .5% degradation

Paul,

It was great to see you yesterday.

Any improvement is a good thing and helps out.

Best,

Luigi

From: <Clements>, Paul Clements <Paul.Clements@PacifiCorp.com>
Date: Friday, June 26, 2015 at 3:49 PM
To: Luigi Resta <luigi.resta@scatecsolar.us>
Subject: levelized prices at .5% degradation

Here are the levelized prices at .5% degradation. I will move forward with the assumption this is what you elect in the contract. I will send the levelized security requirements over the weekend. I see this as about \$.30 higher than what we previously had using .8% degradation.

Month	HLH	LLH
January	\$ 42.38	\$ 36.96
February	\$ 42.26	\$ 37.19
March	\$ 41.42	\$ 35.48
April	\$ 43.02	\$ 35.40
May	\$ 40.42	\$ 33.06
June	\$ 39.45	\$ 32.64
July	\$ 49.36	\$ 35.84
August	\$ 49.48	\$ 35.80
September	\$ 46.42	\$ 36.24
October	\$ 41.41	\$ 34.16
November	\$ 41.02	\$ 34.72
December	\$ 40.85	\$ 35.26

10

Clements, Paul {Mkt Function}

From: Luigi Resta <luigi.resta@scatecsolar.us>
Sent: Wednesday, July 15, 2015 3:54 PM
To: Clements, Paul {Mkt Function}; Jerry Oldryod; Weinstein, Jeremy
Cc: John Spilman
Subject: FW: status of PPA and how we got there today - implications for dealing with lenders
Attachments: BL_715_Scaterc II QF Power Purchase Agreement -ppw.6.9.15 - 3 Peaks Pacificorp Power Purchase Agreement DMWEST_12523540(1).PDF; 3 Peaks Pacificorp Power Purchase Agreement DMEAST_20463936(7).DOCX

Paul,

Please find the final (near final) version of the PPA for Three Peaks Power. I say near final as we are still waiting on the security amounts we discussed yesterday and the non LCOE table. Aside from these we are ready to go with this current draft. This should be consistent with the work that Tom Hoffman, Jerry and Jeremy have done.

Please let me know what else you may need to move forward.

Best,

Luigi

From: <Lowder>, Darin Lowder <lowderd@ballardspahr.com>
Date: Wednesday, July 15, 2015 at 10:47 AM
To: John Spilman <john.spilman@scatecsolar.us>
Cc: "Hoffmann, R. Thomas (DC)" <HoffmannRT@ballardspahr.com>, Jerry Oldryod <OldroydJ@ballardspahr.com>, Luigi Resta <luigi.resta@scatecsolar.us>, Stephanie Loucas <stephanie.loucas@scatecsolar.us>, "Leesman, Katie (DC)" <leesmank@ballardspahr.com>
Subject: RE: status of PPA and how we got there today - implications for dealing with lenders

John,

The revised PPA and blackline against the June 9 Pacificorp draft is attached.

Darin M. Lowder
Ballard Spahr LLP
1909 K Street, NW, 12th Floor
Washington, DC 20006-1157
Direct 202.661.7631
Mobile 571.251.1837
lowderd@ballardspahr.com | www.ballardspahr.com

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Clements, Paul {Mkt Function}

From: Luigi Resta <luigi.resta@scatecsolar.us>
Sent: Friday, July 17, 2015 6:24 PM
To: Clements, Paul {Mkt Function}
Subject: Re: status of PPA and how we got there today - implications for dealing with lenders

Paul,

We have modeled the variable lower price version and would like to stick with the levelized numbers you sent out earlier. I believe that is what you have in the latest PPA draft that was sent to you. What do we need to now do to get to final execution copy?

Best,

Luigi

From: <Clements>, Paul Clements <Paul.Clements@PacifiCorp.com>
Date: Wednesday, July 15, 2015 at 3:42 PM
To: Luigi Resta <luigi.resta@scatecsolar.us>
Subject: RE: status of PPA and how we got there today - implications for dealing with lenders

From: Clements, Paul {Mkt Function}
Sent: Wednesday, July 15, 2015 4:42 PM
To: Resta, Luigi
Subject: RE: status of PPA and how we got there today - implications for dealing with lenders

Here are the monthly prices. Nothing we can do on the levelized security. Let me know how you want to proceed.

From: Luigi Resta [<mailto:luigi.resta@scatecsolar.us>]
Sent: Wednesday, July 15, 2015 3:54 PM
To: Clements, Paul {Mkt Function}; Jerry Oldryod; Weinstein, Jeremy
Cc: John Spilman
Subject: FW: status of PPA and how we got there today - implications for dealing with lenders

Paul,

Please find the final (near final) version of the PPA for Three Peaks Power. I say near final as we are still waiting on the security amounts we discussed yesterday and the non LCOE table. Aside from these we are ready to go with this current draft. This should be consistent with the work that Tom Hoffman, Jerry and Jeremy have done.

Please let me know what else you may need to move forward.

Best,

Luigi

From: <Lowder>, Darin Lowder <lowderd@ballardspahr.com>
Date: Wednesday, July 15, 2015 at 10:47 AM

11

To: John Spilman <john.spilman@scatecsolar.us>

Cc: "Hoffmann, R. Thomas (DC)" <HoffmannRT@ballardspahr.com>, Jerry Oldryod <OldroydJ@ballardspahr.com>, Luigi Resta <luigi.resta@scatecsolar.us>, Stephanie Loucas <stephanie.loucas@scatecsolar.us>, "Leesman, Katie (DC)" <leesmank@ballardspahr.com>

Subject: RE: status of PPA and how we got there today - implications for dealing with lenders

John,

The revised PPA and blackline against the June 9 Pacificorp draft is attached.

Darin M. Lowder

Ballard Spahr LLP

1909 K Street, NW, 12th Floor

Washington, DC 20006-1157

Direct 202.661.7631

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Clements, Paul {Mkt Function}

From: Luigi Resta <luigi.resta@scatecsolar.us>
Sent: Thursday, July 30, 2015 11:49 AM
To: Clements, Paul {Mkt Function}; Griswold, Bruce {Mkt Function}
Cc: Jerry Oldryod; John Spilman
Subject: Three Peaks PPA.
Attachments: Scatec Solar - 3 Peaks 80mW Solar Iron County LR comments 20150729.docx

Paul / Bruce,

I only have a couple technical changes and one business request. There are listed below:

1. In the definitions section on "Expected Energy" I have change the 0.5 Mwh reduction to 2803 Mwh. This is the same change we had to make in the amendment for Utah Red Hills and should just be a clean up issue.
2. The Business request. In section 8.2.2 I am requesting that the Default Security Ratchets up in year 13 as opposed to year 10. This is related to the amount of levelized security In Exhibit 8.3.2 that the project will have in year 10 is around \$19mm and close to the highest level. I think the ratchet up should be once the levelized amounts come down to a balanced amount.
3. In Exhibit 6.1 A I have added "Approximately" as the DC size always move around slightly.
 1. Under B again I added "approximately" and corrected the delivery rate to "80 Mw instantaneously"
 2. We increased the auxiliary energy requirements up to "100,000Kwh/yr"

Aside from these minor tweaks I am good with the changes that Bruce sent over. If we can get this finalized today I can sign.

Best,

Luigi Resta, CEO
Scatec Solar North America
2330 Marinship Way, Suite 300
Sausalito, CA. 94965

E: luigi.resta@scatecsolar.us
M: 415-602-2569
O: 415-332-7762
www.scatecsolar.com



Clements, Paul {Mkt Function}

From: Luigi Resta <luigi.resta@scatecsolar.us>
Sent: Monday, August 03, 2015 8:40 AM
To: Clements, Paul {Mkt Function}; Griswold, Bruce {Mkt Function}
Subject: Re: additional items for Three Peaks PPA

Paul,

If the PPA is clean and ready we can sign now. As I mentioned we will have the FERC 556 filed today or tomorrow. Otherwise Bruce you and I can complete.

Have fun on your trip.

Best,

Luigi

From: <Clements>, Paul Clements <Paul.Clements@PacifiCorp.com>
Date: Monday, August 3, 2015 at 7:05 AM
To: Luigi Resta <luigi.resta@scatecsolar.us>, Bruce Griswold <bruce.griswold@pacificorp.com>
Subject: RE: additional items for Three Peaks PPA

I am about 30 minutes from going offline for 3 days. Perhaps Bruce can continue to push through or we can sign and file on Thursday.

----- Original message -----

From: Luigi Resta <luigi.resta@scatecsolar.us>
Date: 08/01/2015 1:47 PM (GMT-07:00)
To: "Clements, Paul {Mkt Function}" <Paul.Clements@pacificorp.com>
Subject: Re: additional items for Three Peaks PPA

Paul,

We made great progress on the FERC application and will be able to file Monday of Tuesday at the latest. Ca we sign the PPA on Monday and file with the PUC on Tuesday?

Best,

Luigi

From: <Clements>, Paul Clements <Paul.Clements@PacifiCorp.com>
Date: Friday, July 31, 2015 at 12:37 PM
To: Luigi Resta <luigi.resta@scatecsolar.us>
Subject: RE: additional items for Three Peaks PPA

I can in about 2 hours.

From: Luigi Resta [mailto:luigi.resta@scatecsolar.us]
Sent: Friday, July 31, 2015 11:46 AM

13

To: Clements, Paul {Mkt Function}
Subject: Re: additional items for Three Peaks PPA

Paul,

Can you give me a quick call? We are working on filling in the application now, which should be pretty easy as we have our original application for Utah Red Hills and this project has very similar characteristics.

Can we execute the PPA and I will provide the FERQ number once we have it?

Best,

Luigi

From: <Clements>, Paul Clements <Paul.Clements@PacifiCorp.com>
Date: Friday, July 31, 2015 at 9:37 AM
To: Luigi Resta <luigi.resta@scatecsolar.us>
Subject: RE: additional items for Three Peaks PPA

Luigi,

Legal is telling me we absolutely need to have FERC Form 556 prior to filing. That has become a much larger issue since we did the last PPA and we now require it. I think that should be pretty quick to obtain on your end.

Thanks,

Paul

From: Luigi Resta [<mailto:luigi.resta@scatecsolar.us>]
Sent: Friday, July 31, 2015 9:11 AM
To: Clements, Paul {Mkt Function}
Subject: Re: additional items for Three Peaks PPA

Paul,

On 3.2.3 We have not yet filed with FERC as it is still a bit early. We have gone through this process with Utah Red Hills and are very familiar with the process. This will happen once LGIA and PPA are signed before we go for financing

3.2.6 We currently have a "Option to Purchase/Lease" with the land owner. You have not requested the option agreements yet, the current ones only reflect the development time period. Once we are close to financial close we will purchase the land or enter into a long term lease. We have recording our option on the land which can be provided if you would like.

9.5 I see the blank sheet here, not sure what is missing exactly. We will once the facility is complete authorize the data release to PacifiCorp.

11.4 Can you add that in?

I hope this helps.

Best,

Luigi

From: <Clements>, Paul Clements <Paul.Clements@PacifiCorp.com>

Date: Thursday, July 30, 2015 at 9:21 PM

To: Luigi Resta <luigi.resta@scatecsolar.us>

Subject: additional items for Three Peaks PPA

Here are some other items we found on review. Can you address?

1. Exhibit 3.2.3 - Qualifying Facility Number from FERC: Not provided. Do you have FERC Form 556 and/or confirmation e-mail from FERC for the filing?
2. Exhibit 3.2.6 – Site control documents are not attached. *“LEASES - Seller will provide PacifiCorp with copies of the memoranda of option recorded with the Iron County Recorder’s Office in connection with it or its affiliate’s purchase option, or lease, of the Premises upon PacifiCorp’s written request.”* Have we requested the lease option agreement?
3. Exhibit 9.5 SELLER AUTHORIZATION TO RELEASE GENERATION DATA TO PACIFICORP – Not attached
4. Exhibit 11.4 is not listed in the Table of Contents (Exhibits) but included in the back of the contract

Clements, Paul {Mkt Function}

From: Griswold, Bruce {Mkt Function}
Sent: Tuesday, August 04, 2015 4:17 PM
To: Sascha.Yim; Clements, Paul {Mkt Function}
Cc: Resta, Luigi; Simmons, Bart
Subject: RE: TPP - FERC Receipt of Filing in New Docket

Thanks. I think I have all necessary material to execute the PPA now.

Bruce Griswold
PacifiCorp
503.813.5218 Office
503.702.1445 Cell

-----Original Message-----

From: Sascha.Yim [<mailto:Sascha.Yim@scatecsolar.us>]
Sent: Tuesday, August 04, 2015 3:09 PM
To: Clements, Paul {Mkt Function}; Griswold, Bruce {Mkt Function}
Cc: Resta, Luigi
Subject: TPP - FERC Receipt of Filing in New Docket

Bruce and Paul,

Please see below for confirmation of Three Peaks Power's filing of its QF self-certification.

Please let me know if you need anything else at this stage.

Thank you,
Sascha

Sascha Yim
Corporate Counsel
Scatec Solar North America, Inc.
2330 Marinship Way, Suite 300
Sausalito, CA 94965

Email: sascha.yim@scatecsolar.us
Cell: 646-549-0843
Office: 415-332-7762

On 8/4/15, 3:05 PM, "eFiling@ferc.gov" <eFiling@ferc.gov> wrote:

>Confirmation of Receipt

>-----
>
>This is to confirm receipt by the FERC Office of the Secretary of the
>following electronic submission:
>
>-Submission ID: 597510
>-Docket(s) No.: New Docket
>-Filed By: Three Peaks Power, LLC
>-Signed By: Sascha Yim
>-Filing Desc: Form 556 of Three Peaks Power, LLC under New Docket.
>-Submission Date/Time: 8/4/2015 6:00:32 PM -Filed Date: 8/5/2015
>8:30:00 AM
>
>Additional detail about your filing is available via the following link:
>
>[https://ferconline.ferc.gov/SubmissionStatus.aspx?hashcode=xWld12Re7lw8
>e6g
>kATlw](https://ferconline.ferc.gov/SubmissionStatus.aspx?hashcode=xWld12Re7lw8e6gkATlw)
>
>You will receive an email, shortly, concerning the status of your
>submission.
>
>Thank you for participating in the FERC Electronic Filing System. If
>you have any questions, or if you detect errors in your submission or
>the FERC-generated PDF, please contact FERC at:
>
>E-Mail: ferconlinesupport@ferc.gov <mailto:ferconlinesupport@ferc.gov>
>(do not send filings to this address) Voice Mail: 866-208-3676.
>

Clements, Paul {Mkt Function}

From: Griswold, Bruce {Mkt Function}
Sent: Wednesday, August 12, 2015 1:35 PM
To: Resta, Luigi; Sascha.Yim; Clements, Paul {Mkt Function}
Cc: Simmons, Bart; John Spilman; Jerry Oldryod
Subject: Three Peaks Solar PPA - Pac executed
Attachments: Three Peaks Solar LLC (Scatec) Sch 38 Solar PPA - Pac executed 2015 08 12.pdf; Three Peaks Solar LLC (Scatec) Sch 38 Solar PPA Exhibit 6.1 2015 08 12.pdf; Three Peaks Solar LLC (Scatec) Sch 38 Solar PPA Signature Page 2015 08 12.pdf

Luigi

Attached are three documents.

- 1. Pac executed full PPA with exhibits
- 2. Pac executed signature page of PPA
- 3. Exhibit 6.1 signature page.

Please execute and return 2 and 3. I will replace pages from 2 and 3. Also please provide a full redacted version that we will submit to the UPSC when filing application. Thanks.

Bruce Griswold
PacifiCorp
503.813.5218 Office
503.702.1445 Cell