

RESOLUTION NO. 22-35

RESOLUTION OF THE BOARD OF DIRECTORS OF THE PALMDALE WATER DISTRICT MAKING FINDINGS, AUTHORIZING THE GENERAL MANAGER TO EXECUTE POWER PURCHASE AGREEMENTS AND EASEMENT AGREEMENTS WITH EAST AVENUE Q SOLAR PROJECT 2022, LLC, AND EAST AVENUE SOUTH SOLAR PROJECT, LLC, TO BUILD, OWN AND OPERATE A SOLAR ARRAYS SYSTEM AT THE DISTRICT HEADQUARTERS AND 6MG RESERVOIR SITE

WHEREAS, it is the policy of the State of California and the intent of the State Legislature to promote all feasible means of energy conservation and all feasible uses of alternative energy supply sources; and

WHEREAS, Palmdale Water District (“District”) desires to reduce the steadily rising costs of meeting the energy needs at its facilities; and

WHEREAS, TerraVerde Energy, LLC (“TerraVerde”), has provided the District with analysis showing the benefits of implementing certain energy conservation measures through the installation of certain solar photovoltaic and battery energy storage facilities, and TerraVerde’s analysis (“Analysis”) is attached hereto as Exhibit A and made part hereof by this reference; and

WHEREAS, the District proposes to enter into a power purchase agreements and related contract documents (“Power Purchase Agreement”) with East Avenue Q Solar Project 2022, LLC, and East Avenue South Solar Project 2022, LLC, (“Providers”), pursuant to which Providers will design, construct, install, maintain, operate, and own on District property certain energy saving improvements consisting of solar photovoltaic facilities and battery storage systems and arrange with the local utility for interconnection of the facilities, which will generate energy for the sites on which such facilities are located; and

WHEREAS, Providers are wholly-owned subsidiaries of Distributed Solar Development, LLC (“DSD”); and

WHEREAS, the sites where such solar photovoltaic and battery energy storage facilities (“Project”) will be located are: Palmdale Water District Headquarters, and 6MG Tank; and

WHEREAS, the Analysis includes data showing that the anticipated cost to the District for the electrical energy provided by the Project will be less than the anticipated marginal cost to the District of electrical energy that would have been consumed by the District in the absence of those purchases; and

WHEREAS, the Board proposes to enter into Power Purchase Agreements and Easement Agreements substantially in the form presented at this meeting, subject to such changes, insertions or omissions as the General Manager or his designee reasonably deems necessary following the Board’s adoption of this Resolution; and

WHEREAS, pursuant to Government Code section 4217.12, the Board has held a public hearing, public notice of which was given at least two weeks in advance, to receive public comment.

NOW, THEREFORE, based upon the above-referenced recitals, the Board hereby finds, determines and orders as follows:

1. The Board finds that the terms of the Power Purchase Agreements and Easement Agreements are in the best interests of the District.

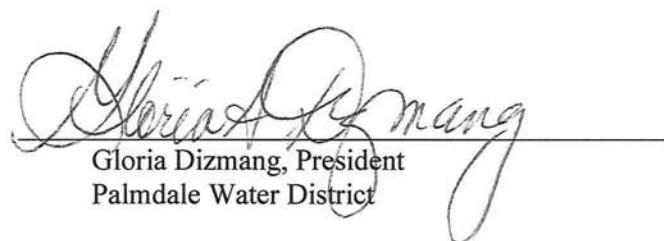
2. In accordance with Government Code section 4217.12, and based on data provided by the Analysis, the Board finds that the anticipated cost to the District for electrical energy provided by the Project under the Power Purchase Agreements and Easement Agreements will be less than the anticipated marginal cost to the District of electrical energy that would have been consumed by the District in the absence of those purchases.

3. The Board hereby approves the Power Purchase Agreements and Easement Agreements, both of which shall be subject to such changes, insertions or omissions as the District's General Manager or his designee reasonably deems necessary.

4. The District's General Manager or designee is hereby authorized and directed to negotiate any further changes, insertions and omissions to the Power Purchase Agreements and Easement Agreements as he reasonably deems necessary, and thereafter to execute and deliver the Power Purchase Agreements and Easement Agreements following the Board's adoption of this Resolution. The District's General Manager or designee is further authorized and directed to execute and deliver any and all papers, instruments, opinions, certificates, affidavits and other documents and to do or cause to be done any and all other acts and things necessary or proper for carrying out this resolution and said agreements.

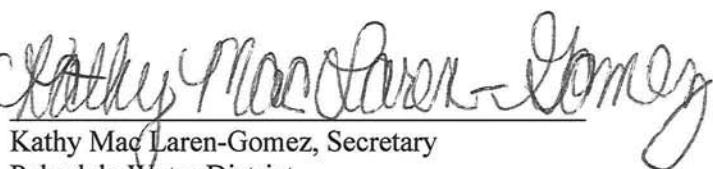
The foregoing Resolution was adopted at a meeting of the Board of Directors of the Palmdale Water District on December 12, 2022, by the following vote:

AYES: President Dizmang, Directors Dino, Wilson, Mac Laren-Gomez, Kellerman
NOES: None
ABSTAIN: None
ABSENT: None



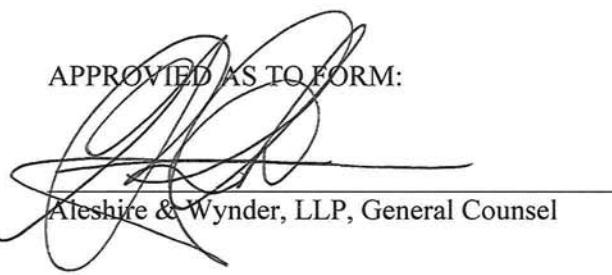
Gloria Dizmang, President
Palmdale Water District

CERTIFIED TO BE A TRUE
AND CORRECT COPY:



Kathy Mac Laren-Gomez, Secretary
Palmdale Water District

APPROVED AS TO FORM:



Aleshire & Wynder, LLP, General Counsel

EXHIBIT A

ANALYSIS OF BENEFITS

[Attached]



Palmdale Water District



Pro Forma
4217 Exhibit A

Scenarios Included in this Pro Forma:

#1 - Solar Power Purchase Agreement and Battery Payments to Provider - 641 E Avenue - Tank 12MG, Waste Water Treatment Plant
#2 - NEM-A 2.0: Solar Power Purchase Agreement - District Office 2029 E Ave, Station W3A, Station W2A, Station W8A, Well 14

Summary of Results

TerraVerde ENERGY

Financing Scenario	PPA Start Price	PPA Escalator	Net Benefit: Year 1	Net Benefit: Years 1-10	Net Benefit: Years 1-25	Net Benefit: Years 1-50	Years to Payback
#1 : Solar Power Purchase Agreement and Battery Payments to Provider - 641 E Avenue - Tank 12MG, Waste Water Treatment Plant	\$ 0.0626	0.00%	\$214,761	\$2,658,347	\$9,298,865	\$10,300,000	1
#2 - NEM-A 2.0: Solar Power Purchase Agreement - District Office 2029 E Ave, Station W3A, Station W2A, Station W8A, Well 14	\$ 0.0554	0.00%	\$149,498	\$1,978,716	\$7,314,807	\$8,300,000	1

Project Portfolio

TerraVerde ENERGY

Meter Name	Service Account ID	Meter Number	Connection Level	Rate (Current)	Rate (Optimal Before Project, New TOU)	Rate (Optimal After Project, New TOU)	Program	Meter Max Demand (kW)	Ex-Solar Customer Usage (kWh)
#1 - 641 E Avenue - Tank 12MG	8002835629	359150-007802	0-2kV	TOU-8-D	TOU-8-D	TOU-8-E	NEM-A + AES	601	1,482,252
#2 - Waste Water Treatment Plant (NEM-A with #1)	8003366592	V345N-001391	2kV-50kV	TOU-6S-3 D	TOU-6S-3 D	TOU-GS-3 D	TOU-GS-3 E	NEM-A	1,946,020
#3 - District Office 2029 E Ave	8003094788	259000-0531774	0-2kV	TOU-6S-2 D	TOU-6S-2 D	TOU-GS-2 D	TOU-GS-2 E	NEM-A	264,205
#4 - Station W3A (NEM-A with #3)	8003502407	359150-006612	0-2kV	TOU-PA-3 A	TOU-PA-3 A	TOU-PA-3 E	TOU-PA-3 E	NEM-A	85
#5 - Station W2A (NEM-A with #3)	8001204796	359150-009803	0-2kV	TOU-PA-3 A	TOU-PA-3 E	TOU-PA-3 E	TOU-PA-3 E	NEM-A	1,167,643
#6 - Station W8A (NEM-A with #3)	8002629500	359150-009801	2kV-50kV	TOU-PA-3 A	TOU-PA-3 E	TOU-PA-3 E	TOU-PA-3 E	NEM-A	306
#7 - Well 14 (NEM-A with #3)	8000465880	V345N-000672	0-2kV	TOU-PA-3 E	TOU-PA-3 E	TOU-PA-3 E	TOU-PA-3 E	NEM-A	1,263,954
Portfolio Totals									703,653
									8,458,908

Project Details

TerraVerde ENERGY

Meter Name	Service Account ID	Customer Usage (kWh)	Solar Production (kWh)	Solar Sizing (kW)	Solar Array Size (kW, DC)	Meter Max Demand (kW)	Battery Sizing (kWh)	Battery Size (kWh)	Battery Size (kW)
#1 - 641 E Avenue - Tank 12MG	8002835629	1,482,252	2,883,216	84%	1,225	601	42%	574	250
#2 - Waste Water Treatment Plant (NEM-A with #1)	8003366592	1,946,020	-	-	-	496	-	-	-
#3 - District Office 2029 E Ave	8003094788	264,205	4,554,247	91%	1,837	85	-	-	-
#4 - Station W3A (NEM-A with #3)	8003502407	1,167,643	-	-	-	264	-	-	-
#5 - Station W2A (NEM-A with #3)	8001204796	1,263,954	-	-	-	306	-	-	-
#6 - Station W8A (NEM-A with #3)	8002629500	1,631,180	-	-	-	386	-	-	-
#7 - Well 14 (NEM-A with #3)	8000465380	703,653	-	-	-	281	-	-	-
Totals		8,458,908	7,437,463	88%	3,062	10%	574	250	

Savings

TerraVerde ENERGY

Meter Name	Service Account ID	Pre-Project Total Electricity Bill (year 1)	Post-Project Total Electricity Bill (year 1)	Total Savings (year 1)	Solar Savings (year 1)	Solar Savings (\$/kWh)	Battery Savings From Demand Reduction (year 1)	Battery Savings From Arbitrage (year 1)
#1 - 641 E Avenue - Tank 12MG	8002835629	\$358,405	\$102,002	\$256,404	\$213,850	\$0.1361	\$26,015	\$16,538
#2 - Waste Water Treatment Plant (NEM-A with #1)	8003366592	\$403,819	\$225,172	\$178,647	\$178,647	-	-	-
#3 - District Office 2029 E Ave	8003094788	\$61,945	\$22,247	\$39,698	\$39,698	\$0.0883	-	-
#4 - Station W3A (NEM-A with #3)	8003502407	\$184,836	\$97,316	\$87,520	\$87,520	-	-	-
#5 - Station W2A (NEM-A with #3)	8001204796	\$213,663	\$115,694	\$97,969	\$97,969	-	-	-
#6 - Station W8A (NEM-A with #3)	8002639500	\$270,019	\$145,839	\$124,180	\$124,180	-	-	-
#7 - Well 14 (NEM-A with #3)	8000465880	\$117,744	\$64,907	\$52,836	\$52,836	-	-	-
Totals	\$1,610,430	\$773,176	\$837,254	\$794,701	\$0.1069	\$26,015	\$16,538	

Dashboard

TerraVerde ENERGY

Scenario: #1 - Solar Power Purchase Agreement and Battery Payments to Provider - 641 E Avenue - Tank 12MG, Waste Water Treatment Plant

Technical Assumptions		Total Net Benefit (25 years)
Total Solar Project Size	1.23 MW, DC	\$14,834,831
Annual Solar Yield	2,354 kWh/kW	(\$4,251,597)
Year-1 Solar Production	2,883,216 kWh	(\$960,000)
Annual Solar Degradation Factor	0.50%	(\$1,087,659)
Total Storage Project Size	574 kWh	\$763,290
Year-1 Demand Reduction	1,411 kW	\$9,298,865
Number of SCE Accounts	2	
Avoided Cost & Revenue Sources		
Savings from Solar Production, yr-1	\$0.1361 / kWh	
Estimated Utility Cost Escalator	3.00%	
Average 25-year REC Price	\$0.0112 / kWh	
Pricing		
PPA Rate	\$0.0626	
PPA Annual Escalator	0.00%	
Asset Management Services Assumptions		
Asset Management Services, Solar (PPA)	\$0.0100 / kWh	
Asset Management Services, Storage	\$1,000 / battery	
Asset Management Services Escalator	3.00%	

Cash Flow

Terraverde
ENERGY

11/30/2022

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PROJECTION

Dashboard

Terraverde ENERGY

Scenario: #2 - NEM-A 2.0: Solar Power Purchase Agreement - District Office 2029 E Ave, Station W3A, Station W2A, Station W1A

Technical Assumptions		Total Net Benefit (25 years)
Total Solar Project Size	1.84 MW, DC	\$13,711,712
Annual Solar Yield	2,479 kWh/kW	(\$5,943,291)
Year-1 Solar Production	4,554,247 kWh	(\$1,660,445)
Annual Solar Degradation Factor	0.50%	\$1,206,830
Number of SCE Accounts	5	\$7,314,807
Avoided Cost & Revenue Sources		
Savings from Solar Production, yr-1	\$0.0883 /kWh	
Estimated Utility Cost Escalator	3.00%	
Average 25-year REC Price	\$0.0112 /kWh	
Pricing		
PPA Rate	\$0.0554	
PPA Annual Escalator	0.00%	
Asset Management Services Assumptions		
Asset Management Services, Solar (PPA)	\$0.0100 /kWh	
Asset Management Services Escalator	3.00%	

Cash Flow

TerraVerde ENERGY

Electricity		Utility Savings		Expenses		Asset Management		Subtotal:		Renewable Energy Certificates (RECs)		Conservative Cumulative Cash Position	
Year	Annual Solar Production (kWh)	Solar Savings per kWh Produced	Savings from Solar	Bill Savings	PPA Payments	Management Service (Solar)	Annual Operating Expenses	Management Service (Solar)	Annual Operating Expenses	Net Benefits (Solar)	Renewable Energy Certificates (RECs)	Conservative Cumulative Cash Position	Term
2023	-	\$ 0.0983	\$ 402,203	\$ 402,203	\$ (252,305)	\$ (45,542)	\$ (297,848)	\$ 104,356	\$ 45,142	\$ -	\$ 149,498	\$ 109,278	1
2024	4,554,247	\$ 0.0983	\$ 412,198	\$ 412,198	\$ (251,044)	\$ (46,909)	\$ (297,952)	\$ 114,246	\$ 45,768	\$ -	\$ 309,512	\$ 228,072	2
2025	4,531,476	\$ 0.0910	\$ 422,441	\$ 422,441	\$ (249,789)	\$ (48,316)	\$ (298,105)	\$ 124,337	\$ 45,994	\$ -	\$ 356,159	\$ 356,159	3
2026	4,508,818	\$ 0.0937	\$ 432,939	\$ 432,939	\$ (248,540)	\$ (49,765)	\$ (298,305)	\$ 134,634	\$ 46,222	\$ -	\$ 660,699	\$ 493,721	4
2027	4,486,274	\$ 0.0965	\$ 443,698	\$ 443,698	\$ (247,297)	\$ (51,258)	\$ (298,555)	\$ 145,142	\$ 46,451	\$ -	\$ 852,292	\$ 640,944	5
2028	4,463,843	\$ 0.0994	\$ 454,723	\$ 454,723	\$ (246,060)	\$ (52,796)	\$ (298,857)	\$ 155,867	\$ 46,281	\$ -	\$ 1,054,440	\$ 797,620	6
2029	4,441,523	\$ 0.1024	\$ 466,023	\$ 466,023	\$ (244,830)	\$ (54,380)	\$ (299,210)	\$ 166,813	\$ 46,912	\$ -	\$ 1,268,165	\$ 964,743	7
2030	4,419,316	\$ 0.1055	\$ 477,604	\$ 477,604	\$ (243,606)	\$ (56,011)	\$ (299,617)	\$ 177,987	\$ 47,144	\$ -	\$ 1,493,296	\$ 1,142,113	8
2031	4,397,219	\$ 0.1086	\$ 489,472	\$ 489,472	\$ (242,388)	\$ (57,692)	\$ (300,080)	\$ 189,393	\$ 47,378	\$ -	\$ 1,730,066	\$ 1,329,936	9
2032	4,375,233	\$ 0.1119	\$ 501,636	\$ 501,636	\$ (241,176)	\$ (59,423)	\$ (300,599)	\$ 201,037	\$ 47,612	\$ -	\$ 1,978,716	\$ 1,528,422	10
2033	4,353,357	\$ 0.1152	\$ 514,102	\$ 514,102	\$ (239,970)	\$ (61,205)	\$ (301,175)	\$ 212,926	\$ 47,448	\$ -	\$ 2,239,089	\$ 1,737,385	11
2034	4,331,590	\$ 0.1187	\$ 526,877	\$ 526,877	\$ (238,770)	\$ (63,041)	\$ (301,812)	\$ 225,065	\$ 48,085	\$ -	\$ 2,512,239	\$ 1,957,847	12
2035	4,309,932	\$ 0.1222	\$ 539,970	\$ 539,970	\$ (237,576)	\$ (64,933)	\$ (302,509)	\$ 237,461	\$ 48,323	\$ -	\$ 2,798,023	\$ 2,189,634	13
2036	4,288,383	\$ 0.1259	\$ 553,388	\$ 553,388	\$ (236,389)	\$ (66,881)	\$ (303,269)	\$ 250,119	\$ 48,562	\$ -	\$ 3,096,703	\$ 2,432,976	14
2037	4,266,941	\$ 0.1297	\$ 567,140	\$ 567,140	\$ (235,207)	\$ (68,887)	\$ (304,094)	\$ 263,046	\$ 48,802	\$ -	\$ 3,408,552	\$ 2,668,110	15
2038	4,245,606	\$ 0.1336	\$ 581,233	\$ 581,233	\$ (234,031)	\$ (70,954)	\$ (304,984)	\$ 276,249	\$ 48,564	\$ -	\$ 3,733,444	\$ 2,954,879	16
2039	4,224,378	\$ 0.1376	\$ 595,677	\$ 595,677	\$ (232,860)	\$ (73,082)	\$ (305,943)	\$ 289,734	\$ 49,286	\$ -	\$ 4,072,465	\$ 3,234,332	17
2040	4,203,256	\$ 0.1417	\$ 610,479	\$ 610,479	\$ (231,696)	\$ (75,275)	\$ (306,971)	\$ 303,509	\$ 49,530	\$ -	\$ 4,425,504	\$ 3,526,323	18
2041	4,182,240	\$ 0.1460	\$ 625,650	\$ 625,650	\$ (230,538)	\$ (77,533)	\$ (308,071)	\$ 317,579	\$ 49,776	\$ -	\$ 4,792,859	\$ 3,831,113	19
2042	4,161,329	\$ 0.1503	\$ 641,197	\$ 641,197	\$ (229,385)	\$ (79,859)	\$ (309,244)	\$ 331,953	\$ 50,022	\$ -	\$ 5,174,834	\$ 4,148,969	20
2043	4,140,522	\$ 0.1549	\$ 657,131	\$ 657,131	\$ (228,238)	\$ (82,255)	\$ (310,493)	\$ 346,638	\$ 49,870	\$ -	\$ 5,571,342	\$ 4,479,764	21
2044	4,119,819	\$ 0.1595	\$ 673,461	\$ 673,461	\$ (227,097)	\$ (84,722)	\$ (311,819)	\$ 361,641	\$ 50,518	\$ -	\$ 5,983,502	\$ 4,824,578	22
2045	4,099,220	\$ 0.1643	\$ 690,196	\$ 690,196	\$ (225,961)	\$ (87,264)	\$ (313,225)	\$ 376,971	\$ 50,769	\$ -	\$ 6,411,241	\$ 5,183,297	23
2046	4,078,724	\$ 0.1692	\$ 707,348	\$ 707,348	\$ (224,832)	\$ (89,882)	\$ (314,714)	\$ 392,634	\$ 51,020	\$ -	\$ 6,854,895	\$ 5,556,216	24
2047	4,058,331	\$ 0.1743	\$ 724,925	\$ 724,925	\$ (223,707)	\$ (92,578)	\$ (316,286)	\$ 408,639	\$ 51,272	\$ -	\$ 7,314,807	\$ 5,943,636	25
2048	4,038,039	\$ 0.1795	\$ 13,711,712	\$ 13,711,712	\$ (5,943,291)	\$ (1,660,445)	\$ (7,603,736)	\$ 6,107,977	\$ 1,206,830	\$ -	\$ 7,314,807	\$ 5,943,636	

Disclaimers and Assumptions

1) Projections of future savings are calculated based on patterns of previous electricity usage, and assume that historical usage patterns hold at the same level over the life of the project. Billing and usage data for 641 E Avenue - Tank 12MG, Waste Water Treatment Plant, and District Office 2029 E Ave are from April 2021 through April 2022. Billing and usage data for the remaining sites are as follows: Well 14 data is from February 2020 through January 2021. Station W8A data is from April 2020 through March 2021. Station W3A data is from November 2020 through October 2021, and Station W2A data is from January 2020 through January 2021.

2) Projections of future savings are subject to rate tariff eligibility over the life of the installation. This analysis uses SCE rate tariffs published October 2022.

3) This analysis assumes the electrical service will not require significant upgrades.

4) Projections of future savings are based on interconnection of all sites under NEM 2.0 tariff. Remaining capacity under the NEM 2.0 tariff is subject to availability.

5) The PPA rates include a \$250,000 distribution utility upgrade cost assumption per site; PPA rates may change if actual cost is higher or lower than anticipated.

6) NEM-A analysis assumes the client solely owns contiguous parcels where the aggregated meters exist.

7) This analysis has been performed assuming SCE New TOU rate tariffs. A few sites have legacy PA treatment, which should be preserved until expired for optimal financial benefit.

8) Applicable NEM 2.0 tariff eligibility is assumed to be available for 20 years from Permission to Operate. Projections of savings shown beyond year 20 are subject to change based on any future NEM, or similar, tariffs in effect at that time.

9) This analysis assumes an Investment Tax Credit of 30% per site based on achieving Permission to Operate between 2023 and 2032. This does not constitute tax advice and Palmdale Water District should seek professional tax advice from their tax advisors to confirm all potential tax savings and the assumptions made in this analysis.

10) Due to the total system size of the project being over 1MW, this analysis assumes that all prevailing wage and apprenticeship requirements of the 30% Investment Tax Credit level will be met. If these requirements are not met, the Investment Tax Credit will be 6%.

11) Asset Management Services include system performance monitoring and detailed energy & financial reporting.

12) Renewable Energy Credits (RECs) have been included in this analysis as potential revenue, however, by selling the RECs they cannot be claimed for clean energy use.

13) No part of TerraVerde Energy's deliverables, messaging, presentation or anything else shared with its clients should be construed by the client or any other entity as advice on scope for future contracts, work orders or other engagements.