

PUBLIC UTILITY DISTRICT No. 1 of Whatcom County

Agenda for the Regular Meeting of June 11, 2024

8:15 a.m. at the PUD Office

(In-person, Zoom, & Teleconference)

1. Call to Order | Pledge of Allegiance
2. Approval of Agenda (2 minutes)
3. Consent Agenda (5 min.)
 - a) Approval of the Minutes of the Regular Meeting of May 28, 2024
 - b) Approval of Claims for June 11, 2024
4. Public Comment (10 minutes – Individual speakers: 3 min.)
5. General Manager Report (10 min.)
6. Old Business (30 min.)
 - a) Broadband Update
 - b) Adjudication Update
 - c) Geothermal Update
7. New Business (20 min.)
 - a) Approve Resolution No.853 – Cancellation of Warrant
 - b) Approve Resolution No.854 – New Engineering Manager Position
 - c) Approve Resolution No.855 – New HR/Communications Position
 - d) Approve Resolution No.856 – New Clerk of Board/Records Position
 - e) Discuss June and July Commission Work Sessions
 - f) Approve BPA Agreement 24TP-13341 – System Impact Study
 - g) Approve Letter Agreement with ALA Renewable Energy – Green Hydrogen Project
8. Operations Report (10 minutes)
9. Commissioner Reports (10 minutes)
 - a) Upcoming Per Diem Requests
10. Public Comment (10 minutes– Individual speakers: 3 min.)
11. Executive Session: RCW 42.30.110(1)(i) Potential Litigation – Water Rights Adjudication (No session planned)
12. Adjourn (Estimated 10:00 a.m.)

Notice:

All Commissioners will participate either in-person, via Zoom/internet or teleconference.

The public meeting can be accessed: In-person at location announced;

By internet: <https://us02web.zoom.us/j/88598003635>

Or telephone: Dial 1 (253) 215 8782 or 1 (253) 205 0468

Webinar ID: 885 9800 3635

Next Commission Meetings

June 25 & July 9, 2024 | 8:15 a.m. | Regular Meetings – District Office

1705 Trigg Road, Ferndale, WA 98248

or other location announced

Contact: Chris Heimgartner, General Manager (360) 384-4288 x 19

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AGENDA ITEM #3a

June 11, 2024

MINUTES OF THE REGULAR MEETING OF THE COMMISSION

May 28, 2024

1. Call to Order | Pledge of Allegiance

The regular meeting of the Board of Commissioners of Public Utility District No. 1 of Whatcom County was called to order at 8:15 a.m. by Commissioner Jaime Arnett. Said meeting was open to the public and notice thereof had been given as required by law. Those present included: Commissioner Atul Deshmane, Commissioner Jaime Arnett and Legal Counsel Jon Sitkin. Staff: General Manager Chris Heimgartner; Andrew Entrikin, Broadband Program Manager; Aaron Peterson, IT/SCADA Technician; Garrett Love-Smith, Project Manager; Kurt Wank, Director of Utility Operations; and Annette Smith, Director of Finance; Stephanie Hooper, Accountant I; and Jon Littlefield, Electric System Supervisor; Mike Macomber, IT/SCADA Technician.

Public attending:

Rick Maricle

Robin Dexter

Todd Lagestee

Tyler McDevitt

Jack Wellman

2. Approval of Agenda

ACTION: Commissioner Deshmane made the motion to APPROVE THE AGENDA OF MAY 28, 2024 AS AMENDED. Commissioner Arnette seconded the motion. Motion passed unanimously.

3. Approval of Consent Agenda

- a) Approval of Meeting Minutes of the Special Meeting of May 21, 2024;
- b) Approval of Meeting Minutes of the Regular Meeting of May 14, 2024;
- c) Approval of the Claims of May 28, 2024;

ACTION: Commissioner Deshmane made the motion to APPROVE THE CONSENT AGENDA OF MAY 28, 2024. Commissioner Arnette seconded the motion. Motion passed unanimously.

4. Commissioner Todd Lagestee Received the Oath of Office.

5. Public Comment – None made.

6. General Manager's Report

General Report, no action taken.

7. Old Business

a) Broadband Program Update

Entrikin provided an update on Point Roberts, the State Broadband Office's Challenge Process, and more was discussed.

b) Adjudication Update

No update.

c) Geothermal Update

Routine Status Report.

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8. New Business

- a) **Approve Resolution 849, Cancellation of Warrant.** ACTION: Commissioner Deshmane made the motion to award the bid, Commissioner Lagestee seconded and the motion passed unanimously.
- b) **Discuss June and July Commission Work Sessions.** ACTION: Three work sessions were decided on and no action was taken.

9. Operations Report

Walters reported that the crew is ramping up for summer maintenance activities. Water supply's impact on hydro operations is shaping up to be a different year than last, snowpack is way below normal ranges for this time of year. Wank reported that two groups of Ferndale High School students toured water plant 2, as part of a career skills class.

10. Commissioner Reports

Deshmane:

- Many topics.

Arnett:

- No Extraordinary meetings to report.

Lagestee:

- No New Items

11. Public Comment

No Public Comment.

12. Executive Session

The regular public session was paused at 9:08 am for a short recess, then reconvened at 9:15 am at which Commissioner Arnett announced that the Commission would go into Executive Session for 30 minutes. Executive Session was held on potential litigation, Water Rights Adjudication.

13. Adjourn

The Commission returned from Executive session at 9:45 am and then publicly read and then unanimously approved two additional resolutions:

Resolution 851 recognizing the service of former Commissioner Christine Grant: Commissioner Deshmane moved and Commissioner Lagestee seconded. Resolution passed unanimously.

Resolution 852 recognizing the service of former employee Ann Grimm. Commissioner Lagestee moved and Commissioner Deshmane seconded. Resolution passed unanimously.

There being no further business Commission President Arnett adjourned the meeting at 10:00 a.m.

Jaime Arnett, President/Commissioner

Atul Deshmane, Vice President/Commissioner

Todd Lagestee, Commissioner

DRAFT

Commission Clerk Note:

Video recordings of the Whatcom PUD Commission Meetings are available online at the following link on the PUD's Website: <https://www.pudwhatcom.org/the-commission/2024-agenda-packets-meeting-minutes-recordings/>

AGENDA ITEM #7a
June 11, 2024

Action Memo

To: Commissioners Arnett, Deshmane, and Lagestee
From: Stephanie Hooper, Accountant I
Date: June 11, 2024
Re: Approve Resolution No. 853 – Cancellation of Warrant

Requested Action: APPROVE RESOLUTION NO. 853 AUTHORIZING CANCELLATION OF WARRANT FOR BROWN AND BROWN OF WA.

Background: Warrant No. 1193011 was issued on June 4, 2024 in the amount of \$115.58 to Brown and Brown of WA. The invoice was for a renewal of notary bond and stamp for Ann Grimm who has left the District. The District has notified the County that the Warrant has not been tendered and has asked the County to cancel and disregard the Warrant. A new Warrant will not be issued.

Fiscal Impact: No fiscal impact.

Recommended Action: APPROVE RESOLUTION NO. 853 AUTHORIZING CANCELLATION OF WARRANT FOR BROWN AND BROWN OF WA.

RESOLUTION NO. 853

**RESOLUTION BY THE BOARD OF COMMISSIONERS
OF PUBLIC UTILITY DISTRICT NO.1 OF WHATCOM COUNTY (DISTRICT)
AUTHORIZING THE CANCELLATION
OF WARRANT NO. 01193011**

WHEREAS, the warrant referenced in Exhibit A (the “Warrant”) was issued on the basis of reimbursement of an item purchased from Brown and Brown (the “Invoice”) received for Ann Grimm;

WHEREAS, following the Commission’s authorization of the issuance of the Warrant, the County’s Administrative Services Department (“County”) printed the original Warrant on June 4, 2024; however, Ann Grimm has left the employment of the District and no longer serves as notary for the District. The District notified the County that the Warrant was issued in error and has asked the County to cancel and disregard the Warrant;

WHEREAS, the County has provided the Warrant that was issued on June 4, 2024, was issued in error, the Warrant having not been tendered to Brown and Brown, the District does now wish to cancel the Warrant, as provided by law; and

NOW THEREFORE BE IT RESOLVED that the District hereby cancels the warrant listed in Exhibit A.

ADOPTED by the Commission of Public Utility District No.1 of Whatcom County at its regular meeting held on the 11th day of June, 2024.

**PUBLIC UTILITY DISTRICT NO.1
Of WHATCOM COUNTY**

Jaime Arnett, President/Commissioner

Atul Deshmane, Vice President/Commissioner

Todd Lagestee/Commissioner

RESOLUTION NO. 853

Exhibit A
Cancellation of Warrant

Warrant No.	Warrant Date	Vendor	Amount
01193011	6/04/2024	Brown and Brown of WA	(\$115.58)

RESOLUTION NO. 854

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE PUBLIC UTILITY DISTRICT NO. 1 OF WHATCOM COUNTY (“DISTRICT”) AMENDING THE POLICY FOR EMPLOYEE COMPENSATION FOR ADMINISTRATIVE EMPLOYEES FOR PURPOSES OF ADDING A NEW JOB DESCRIPTION AND SALARY RANGE

WHEREAS, RCW 54.12.090 authorizes the Board of Commissioners of the District (the “Commission”) to create positions and fix salaries; and

WHEREAS, the Commission finds it in the best interest of the District to annually review the policy for administering a compensation program “Policy for Employee Compensation of Administrative Employees” attached hereto as “Exhibit A” for the Administrative Employees (non-bargaining unit) of the District; and

WHEREAS, RCW 54.16.100 authorizes the General Manager to recommend to the Commission compensation of the Administrative Employees (non-bargaining unit), including salaries; and

WHEREAS, the General Manager has reviewed the organization of the District and the positions and salary ranges required to efficiently manage and achieve the goals of the District; and

WHEREAS, the General Manager has determined the need for establishing a new position for the organization of the District.

NOW, THEREFORE, BE IT RESOLVED by the Commission of Public Utility District No. 1 of Whatcom County as follows:

I

The *Policy for Employee Compensation for Administrative Employees* of the Commission of the Public Utility District No.1 of Whatcom County, is amended for the purpose of adding a new job description and salary range; and

II

The titles of all positions have been established and all position titles added to the *Position Titles and Yearly Salary Ranges List* for District Administrative Employees, which is reviewed by the Commission on an annual basis. The position of “**Engineering Manager**” will be added to the Position Titles List, and the respective job description and salary range is attached hereto as Exhibit “A”.

ADOPTED by the Board of Commissioners of Public Utility District No. 1 of Whatcom County at a regular meeting thereof, held this 11th day of June, 2024.

Public Utility District No. 1 of Whatcom County

Jaime Arnett, President/Commissioner

Atul Deshmane, Vice President/Commissioner

Todd Lagestee/Commissioner

PUBLIC UTILITY DISTRICT NO. 1 of Whatcom County

Job Title:	Engineering Manager	Department:	Operations
Reports To:	Assistant General Manager	Status:	Exempt
Salary Range:	\$115,000 to \$130,000	Position Type:	FTE

SUMMARY

Plan, manage and/or provide engineering support for District capital and maintenance projects; assist with the training of new District operations staff; assist with the selection of contractors and consultants; coordinate activities of contractors, engineering consultants, and District staff in completing maintenance, repair and improvements to the District's water and electric utility systems or other District facilities. Perform various tasks as the District's lead engineering representative. Perform duties, as generally described below.

Supervision Received:

Works under the general supervision of the Assistant General Manager.

Supervision Provided:

Supervise District staff, only as may be assigned by the Assistant General Manager. Carry out supervisory responsibilities as may be assigned in accordance with the organization's policies and applicable laws.

Essential Duties and Responsibilities:

- Project management of and/or provide support for planning, design and implementation of District capital improvement projects and extraordinary maintenance projects involving the District's electric system, broadband communications and water system facilities.
- Engineering support and review of all capital project design drawings and equipment specifications.
- Lead efforts to develop the District's design standards and equipment specifications.
- Provide oversight of and coordinate the activities of the District's engineering consultants, including the Engineer of Record for specific capital projects.
- Assist in preparation of construction bidding documents, plans and specifications. Complete project documents, including but not limited to, advertisements, notices of award and/or to proceed, contracts, pay requests, and change orders, NOC's, RFI's, submittals and other required for financial tracking and audit compliance of District projects.
- Assist in the compilation, analysis, and review of data to be utilized in preparing project budgets and construction estimates for District maintenance and capital projects.
- Prepare or assist in the preparation of various permit applications, checklists, impact statements or funding applications, or other studies and reports as required for project scope or regulatory agencies.
- Represent the District at various hearings and public meetings as they pertain to project improvements or operations of the District's utility systems.
- Directly inspect or assist with field inspections of District maintenance or capital improvement projects.
- Assist with the preparation of the District's annual operations and capital improvements budget.
- Support other District operations staff in identifying, analyzing and prioritizing preventive and corrective maintenance and items related to District facilities.
- Perform other administrative duties such as preparing project recommendations and action memorandums for the District's Commission and providing staff support during public hearings and Commission meetings.
- Have a basic understanding of local, state and federal environmental regulations, as they may pertain to the District's capital and maintenance projects.
- Assist in training the District's Project Manager(s).
- Must be available to supervise and/or work routine and non-routine shifts including nights, weekends, holidays and other periods as required during the District's operations.
- Performs other duties as assigned.

Qualifications:
To perform this job successfully, an individual must be able to perform each essential duty as defined by the District. The requirements listed both above and below are representative of the knowledge, skill, and/or ability that the individual must possess to adequately perform their responsibilities. Reasonable accommodations may be made to enable individuals with disabilities to perform the essential functions.
Education and/or Experience
Minimum of a college degree in engineering from accredited technical school in construction or project management and/or five years experience managing maintenance and capital improvement projects involving utility facilities An understanding and experience with public agency bidding procedures is essential.
Language Skills:
<ul style="list-style-type: none"> • Fluent in the English language with the ability to communicate clear and concise written and verbal instructions and information to coworkers, customers and others. • Ability to write routine reports and correspondence as well as speak effectively while working with District customers, staff or supervising contractors. • Ability to effectively prepare and present general and technical information and respond to general and technical questions from the Director of Utility Operations, Commission, employees, customers, governmental agencies, vendors, and the public. • Ability to meet and work with the public effectively and courteously.
Mathematical Skills:
<ul style="list-style-type: none"> • Ability to work with and understand mathematical concepts such as probability and statistical inference, fundamentals of plane and solid geometry and trigonometry. • Ability to apply other mathematical concepts such as fractions, percentages, ratios, and proportions to solve and/or prepare solutions for the improvement of the District's infrastructure. • Moderate drafting skills are required and surveying skills are desired. • Ability to systematically analyze budgets, actual costs and other variables commonly associated with project management. • Ability to define problems, collect data, establish facts, and utilize analytical or deductive reasoning to obtain acceptable solutions or conclusions.
Other Skills and Abilities:
<ul style="list-style-type: none"> • Working knowledge of construction practices commonly used in utility and building construction projects. • Proficiency in operating a variety of computer software including, but not limited to, Microsoft applications: Windows, Word, MS Project and MS Excel. • Working knowledge of the federal and state occupational safety requirements and necessary safety precautions applicable for the construction projects and the safe operation and maintenance at the District's electric and water utility systems. • Competent level of understanding and proficiency in the administration of; Public Bid Contracts, Public Agency Purchasing requirements, Washington State Prevailing Wage Law and Construction Management. • Working knowledge or understanding of the capabilities or operational aspects of mechanical equipment commonly used in utility construction. • Must be willing to work in a supportive role to assist the Director of Utility Operations and other District staff in the completion of District projects, and in a management role to direct consultants and/or contractors in the completion of projects.

Degree’s, Certificates, Licenses, Registrations:

- Bachelor’s degree in Electrical or Civil Engineering, Construction Management or equivalent is preferred, as well as a minimum of five (5) years of experience managing construction projects. Any equivalent combination of education and experience that provides the applicant with the knowledge, skills and abilities to perform the job may be substituted for some requirements.
- Must possess a valid Washington State Driver’s License with driving record free from serious or frequent violation.
- Must be able to obtain security and safety clearances required to gain access into WhatcomPUD’s customer’s facilities and electric substations, i.e., Transportation Worker Identification Credential (TWIC).

Physical Demands

The physical demands described herein are representative of those that must be met by an employee to successfully perform the essential functions of the job. Reasonable accommodations may be made to enable individuals with disabilities to perform the essential functions required by this position.

While performing the duties of this job, the employee is regularly required to use hands and fingers to handle, feel or operate objects, tools, or controls and reach with hands and arms. The employee may be exposed to electrical and magnetic forces, moving mechanical parts, petroleum products, toxic or caustic chemicals, vibrations, fumes or airborne particles and outside weather conditions.

The employee is frequently required to stand, talk and hear. The employee is occasionally required to walk, sit, climb, balance, stoop, kneel, crouch, crawl and/or smell. The employee must be able to sufficiently lift and/or move up to 50 pounds. Specific vision abilities required by this job include close visions, distance vision, color vision, peripheral vision, depth perception and the ability to adjust focus.

Work Environment

The work environment characteristics described herein are representative of those that an employee encounters while performing the essential functions of this job. Reasonable accommodations may be made to enable individuals with disabilities to perform the essential functions.

The noise level in the work environment related to the water utility may be loud (greater than 50 dB but less than 110 dB), however there may be conditions when noise levels exceed these readings but are short in duration.

The work environment is occasionally stressful due to project deadlines and multiple requests. The noise level in the work environment is usually quiet.

HR/OFFICE USE:

Reviewed By:	Chris Heimgartner, General Manager	11 June 2024
Approved By:	COMMISSION – Resolution No. 854	11 June 2024
Last Updated By:		11 June 2024

RESOLUTION NO. 855

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE PUBLIC UTILITY DISTRICT NO. 1 OF WHATCOM COUNTY (“DISTRICT”) AMENDING THE POLICY FOR EMPLOYEE COMPENSATION FOR ADMINISTRATIVE EMPLOYEES FOR PURPOSES OF ADDING A NEW JOB DESCRIPTION AND SALARY RANGE

WHEREAS, RCW 54.12.090 authorizes the Board of Commissioners of the District (the “Commission”) to create positions and fix salaries; and

WHEREAS, the Commission finds it in the best interest of the District to annually review the policy for administrating a compensation program “Policy for Employee Compensation of Administrative Employees” attached hereto as “Exhibit A” for the Administrative Employees (non-bargaining unit) of the District; and

WHEREAS, RCW 54.16.100 authorizes the General Manager to recommend to the Commission compensation of the Administrative Employees (non-bargaining unit), including salaries; and

WHEREAS, the General Manager has reviewed the organization of the District and the positions and salary ranges required to efficiently manage and achieve the goals of the District; and

WHEREAS, the General Manager has determined the need for establishing a new position for the organization of the District.

NOW, THEREFORE, BE IT RESOLVED by the Commission of Public Utility District No. 1 of Whatcom County as follows:

I

The *Policy for Employee Compensation for Administrative Employees* of the Commission of the Public Utility District No.1 of Whatcom County, is amended for the purpose of adding a new job description and salary range; and

II

The titles of all positions have been established and all position titles added to the *Position Titles and Yearly Salary Ranges List* for District Administrative Employees, which is reviewed by the Commission on an annual basis. The position of “**Human Resources / Communications Director**” will be added to the Position Titles List, and the respective job description and salary range is attached hereto as Exhibit “A”.

ADOPTED by the Board of Commissioners of Public Utility District No. 1 of Whatcom County at a regular meeting thereof, held this 11th day of June, 2024.

Public Utility District No. 1 of Whatcom County

Jaime Arnett, President/Commissioner

Atul Deshmane, Vice President/Commissioner

Todd Lagestee/Commissioner

PUBLIC UTILITY DISTRICT NO. 1 of Whatcom County

Job Title:	HR/Communications Director	Department:	Administration
Reports To:	General Manager	Status:	Exempt
Salary Range:	\$110,000 to 130,000 per year	Position Type:	FTE

SUMMARY

Carry out full range of HR functions for the Utility and oversee all internal and external communications for the Utility.

Supervision Received:

Perform duties under the general supervision of the District’s General Manager.

Supervision Provided:

Supervises the Clerk of the Board/Records employee.

Essential Duties and Responsibilities:

- Implement the PUD’s Mission and Vision
- Ensure Utility compliance with all local, State, and Federal employment laws and regulations.
- Oversee all recruiting processes, including job posting and interview training.
- Ensure appropriate records for all employees from hiring to departure, including confidential files.
- Oversee relationship with Teamsters Local 231 including bargaining general contracts.
- Organize Employee events and manage employee wellness efforts.
- Manage portfolio of employee benefits including retirement and healthcare.
- Oversee update of all District Policies and manage the Employee Handbook.
- Oversee all employee leaves.
- Manage all internal and external communication including use of social media to raise the profile of the Utility. Manage, organize, maintain, and write content for the PUD’s website and social media.
- Develop, implement and maintain the PUD’s brand strategy communications plan which will communicate the PUD’s key messages. Manage all communications and advertising with local media (radio, newspaper, TV, periodicals) focused on positive public relations.
- Develop, implement and maintain marketing plans for PUD positions and careers.
- Prepare and disseminate publications, news releases, and articles to promote the PUD in consultation with and support of the General Manager and Leadership Team, including writing articles, newsletters, brochures, news releases, fact sheets, logos, graphics, and other promotional materials.
- Other Duties as assigned.

Qualifications:

To perform this job successfully, an individual must be able to perform each essential duty as defined by the District. The requirements listed both above and below are representative of the knowledge, skill, and/or ability that the Clerk of the Board must possess to adequately perform their responsibilities. Reasonable accommodations may be made to enable individuals with disabilities to perform the essential functions.

Education and/or Experience

Prior experience as an HR manager in a utility or governmental entity or the equivalent is strongly desired. Prior experience as a communication specialist is desired. Five to Ten years of supervision is desired. A four year college degree in business, labor relations, or a related field is desired an MBA is preferred.

Language Skills:

- Ability to read, analyze, and interpret general business, legal documents, and governmental regulations.
- Fluent in the English language with the ability to communicate clear and concise written and verbal

instructions and information to coworkers, customers and others.

- Ability to write routine reports and correspondence as well as speak effectively while working with District Commissioners, customers, or staff.
- Ability to effectively prepare and present general information and respond to general questions from the General Manager, Commission, employees, customers, governmental agencies, vendors, and the public.
- Able to present complex issues to Elected Officials and to negotiate with Union Representatives.
- Ability to meet and work with the public effectively and courteously.

Mathematical Skills:

Ability to work with and understand mathematical and financial concepts such as probability and statistical inference and the ability to apply other mathematical concepts such as fractions, percentages, ratios, and proportions.

Reasoning Ability:

- Ability to define problems, collect data, establish facts, and draw valid conclusions.
- Ability to analyze new legislation or regulation and translate it into appropriate action for the Utility.
- Ability to analyze labor markets to make sure the Utility can get the right mix of skills to perform its function.
- Ability to work with change external to the Utility and adapt the Utility to the environment.

Other Skills and Abilities:

- Proficient in a variety of computer software including but not limited to MS Word, Excel, PowerPoint, Outlook, web based tools and Internet search functions.
- This position is a member of the formal Leadership Team of the Utility.

Certificates, Licenses, Registrations:

- Must possess a valid Washington State Driver’s License with driving record free from serious or frequent violation.

Physical Demands

The physical demands described herein are representative of those that must be met by an employee to successfully perform the essential functions of the job. Reasonable accommodations may be made to enable individuals with disabilities to perform the essential functions required by this position.

While performing the duties of this job, the employee is regularly required to use keyboard, mouse, and monitor. May need to lift and move boxes of documents from time to time. May be required to drive occasionally.

Work Environment

The work environment characteristics described herein are representative of those an employee encounters while performing the essential functions of this job. Reasonable accommodations may be made to enable individuals with disabilities to perform the essential functions required by this position.

While performing the duties of this job, the employee works in an office environment.

HR/OFFICE USE:			
Reviewed By:	<i>Chris Heimgartner</i> , General Manager	Date:	11 June 2024
Approved By:	COMMISSION – Resolution No. 855	Date:	11 June 2024
Last Updated By:	Resolution No. 855	Date:	11 June 2024

RESOLUTION NO. 856

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE PUBLIC UTILITY DISTRICT NO. 1 OF WHATCOM COUNTY (“DISTRICT”) AMENDING THE POLICY FOR EMPLOYEE COMPENSATION FOR ADMINISTRATIVE EMPLOYEES FOR PURPOSES OF ADDING A NEW JOB DESCRIPTION AND SALARY RANGE

WHEREAS, RCW 54.12.090 authorizes the Board of Commissioners of the District (the “Commission”) to create positions and fix salaries; and

WHEREAS, the Commission finds it in the best interest of the District to annually review the policy for administrating a compensation program “Policy for Employee Compensation of Administrative Employees” attached hereto as “Exhibit A” for the Administrative Employees (non-bargaining unit) of the District; and

WHEREAS, RCW 54.16.100 authorizes the General Manager to recommend to the Commission compensation of the Administrative Employees (non-bargaining unit), including salaries; and

WHEREAS, the General Manager has reviewed the organization of the District and the positions and salary ranges required to efficiently manage and achieve the goals of the District; and

WHEREAS, the General Manager has determined the need for establishing a new position for the organization of the District.

NOW, THEREFORE, BE IT RESOLVED by the Commission of Public Utility District No. 1 of Whatcom County as follows:

I

The *Policy for Employee Compensation for Administrative Employees* of the Commission of the Public Utility District No.1 of Whatcom County, is amended for the purpose of adding a new job description and salary range; and

II

The titles of all positions have been established and all position titles added to the *Position Titles and Yearly Salary Ranges List* for District Administrative Employees, which is reviewed by the Commission on an annual basis. The position of “**Clerk of the Board / Records**” will be added to the Position Titles List, and the respective job description and salary range is attached hereto as Exhibit “A”.

ADOPTED by the Board of Commissioners of Public Utility District No. 1 of Whatcom County at a regular meeting thereof, held this 11th day of June, 2024.

Public Utility District No. 1 of Whatcom County

Jaime Arnett, President/Commissioner

Atul Deshmane, Vice President/Commissioner

Todd Lagestee/Commissioner

PUBLIC UTILITY DISTRICT NO. 1 of Whatcom County

Job Title:	Clerk of the Board/Records	Department:	Administration
Reports To:	HR/Communications Director	Status:	Non-Exempt
Salary Range:	\$60,000 to \$75,000 per year	Position Type:	FTE

SUMMARY

Assist the Elected Commission in carrying out its responsibilities and manage records, including for adjudication and public records requests for the Utility.

Supervision Received:

Perform duties under the general supervision of the District's HR/Communications Director

Supervision Provided:

None.

Essential Duties and Responsibilities:

- Implement the PUD's Mission and Vision
- Attend regular and special Commission meetings and workshops, give presentations to elected officials, customers and the general public.
- Assist General Manager in developing, implementing, and managing strategic initiatives consistent with the District Commission's Strategic Plan. Manage special projects and specific District initiatives as directed by the General Manager and HR/communications Director
- Respond to customers' and other constituents' inquiries and complaints on behalf of the Commission.
- Prepare and distribute Commission agendas and all pertinent back-up materials, packets, notices, resolutions; take, prepare, distribute, and maintain meeting minutes per Open Meetings Act regulations.
- Arrange, prepare, and set up meetings for the Commission, and other parties.
- Prepare public notices, resolutions and the like for the Commission, and maintain zoom links and website related to the Commission activities.
- All records work associated with our claims in Adjudication.
- Public Records Request Officer, managing the entire Public Records Request process. Other Duties as assigned.

Qualifications:

To perform this job successfully, an individual must be able to perform each essential duty as defined by the District. The requirements listed both above and below are representative of the knowledge, skill, and/or ability that the Clerk of the Board must possess to adequately perform their responsibilities. Reasonable accommodations may be made to enable individuals with disabilities to perform the essential functions.

Education and/or Experience

Certification as a Clerk of the Board and Public Records Request Management are preferred but not required. Document or Records management experience, especially in a legal setting, is desired. College education is preferred but not required.

Language Skills:

- Ability to read, analyze, and interpret general business, legal documents, survey descriptions, maps, and governmental regulations.
 - Fluent in the English language with the ability to communicate clear and concise written and verbal instructions and information to coworkers, customers and others.
 - Excellent oral and written communication skills including proper spelling, grammar and phone etiquette
- Ability to write routine reports and correspondence as well as speak effectively while working with District Commissioners, customers, or staff.

- Ability to effectively prepare and present general information and respond to general questions from the General Manager, Commission, employees, customers, governmental agencies, vendors, and the public.
- Ability to meet and work with the public effectively and courteously.

Mathematical Skills:

Ability to work with and understand mathematical and financial concepts such as probability and statistical inference and the ability to apply other mathematical concepts such as fractions, percentages, ratios, and proportions to solve and/or prepare solutions for the improvement of the District's operations.

Reasoning Ability:

- Ability to define problems, collect data, establish facts, and draw valid conclusions.
- Ability to interpret an extensive variety of technical instructions in mathematical and financial analyses.

Other Skills and Abilities:

- Proficient in a variety of computer software including but not limited to MS Word, Excel, PowerPoint, Outlook, web based tools and Internet search functions.
- Maturity, discretion, initiative, critical-thinking, and sound judgement to carry out tasks in a constantly changing environment.
- Excellent organizational skills, ability to work independently, and able to interact effectively with all levels of internal and external constituents.

Certificates, Licenses, Registrations:

- Must possess a valid Washington State Driver's License with driving record free from serious or frequent violation.

Physical Demands

This position requires the ability to hear, speak, and understand the spoken word to respond promptly to calls for assistance, to answer telephones, and to be able to communicate clearly. Must have dexterity and manual skills required to operate the keyboard, mouse and monitor of a computer terminal, assemble, and retrieve files from the file cabinets and drawers, operate a multi-line phone system, copy/fax machine, and other related office equipment. The physical demands described herein are representative of those that must be met by an employee to successfully perform the essential functions of the job. Reasonable accommodations may be made to enable individuals with disabilities to perform the essential functions required by this position.

May be required to drive occasionally. May need to lift and move boxes of documents from time to time.

Work Environment

The work environment characteristics described herein are representative of those an employee encounters while performing the essential functions of this job. Reasonable accommodations may be made to enable individuals with disabilities to perform the essential functions required by this position.

Work is performed primarily indoors in an office environment. Most of the work will be performed sitting at a desk, operating a computer, phone and other related office equipment, Typically, the noise level in the work environment is moderate; however, there may be exposure to loud noises on a daily basis due to industrial maintenance and repair.

Reviewed By:	<i>Chris Heimgartner</i> , General Manager	Date:	11 June 2024
Approved By:	COMMISSION – Resolution No. 856	Date:	11 June 2024
Last Updated By:	Resolution No. 856	Date:	11 June 2024

Action Memo

To: Commissioners Arnett, Deshmane and Lagestee

From: Brian Walters, Assistant General Manager

Date: June 11, 2024

Re: Approve BPA Agreement for System Impact Study Associated with District's Interconnection Request

Requested Action:

APPROVE BPA SYSTEM IMPACT STUDY AGREEMENT ASSOCIATED WITH DISTRICT'S INTERCONNECTION REQUEST SUBJECT TO FINAL LEGAL REVIEW AND AUTHORIZE GENERAL MANAGER TO EXECUTE AGREEMENT

Background:

ALA Renewable Energy ("ALARE"), a subsidiary company of AltaGas which is an industrial water customer of the District, has approached the District and has requested that the District's electric utility assist ALARE as the utility to facilitate the delivery of power, secured by ALARE, to a proposed new green hydrogen project to be constructed on property that was the site of Alcoa's Intalco aluminum smelter.

In order to accommodate ALARE's request for service, the District has made what is called a Lines and Loads Interconnection Request ("LLIR") to BPA's transmission services group for interconnection to BPA's 230 kV transmission facilities at BPA's Intalco substation. The LLIR is the first step in the process of interconnection, which is in accordance with BPA's transmission interconnection policy and procedures approved by the Federal Energy Regulatory Commission ("FERC").

In response to the District's LLIR submittal, BPA has offered the District a standard System Impact Study Agreement ("Agreement") which covers the first technical study BPA must conduct to assess the feasibility of the interconnection and what impact ALARE's green hydrogen project electric load might have on BPA's 230 kV facilities in the area. As part of the Agreement, the District must deposit upfront \$35,000 with BPA to cover the estimated cost of the Interconnection System Impact Study (ISIS).

ALARE has agreed to reimburse the District for the District's costs associated with the interconnection studies via a separate Letter Agreement to be considered by the Commission. Such agreement covers not only the District's costs associated with the BPA System Impact Study activities, but also an anticipated follow-on BPA Facilities Study, should ALARE decide to proceed with the next step be taken in the BPA Interconnection process.

Should the Commission approve the BPA Agreement and authorize the General Manager to execute it, then the General Manager, via his purchasing authority will direct staff to submit a \$35,000 deposit to BPA.

Based on the request for service from ALARE; the potential for a large scale green hydrogen project to be constructed at Cherry Point; and the District's strategic position as an existing public utility customer of BPA, staff recommends approval of the BPA ISIS Agreement.

Fiscal Impact:

If approved, the Agreement and required \$35,000 deposit will have no impact on the District's approved 2024 budget. District's expenditure will be fully reimbursed under the terms of a separate Letter Agreement with ALA Renewable Energy.

Recommended Action:

APPROVE BPA SYSTEM IMPACT STUDY AGREEMENT ASSOCIATED WITH DISTRICT'S INTERCONNECTION REQUEST SUBJECT TO FINAL LEGAL REVIEW AND AUTHORIZE GENERAL MANAGER TO EXECUTE AGREEMENT

**U.S. DEPARTMENT OF ENERGY
BONNEVILLE POWER ADMINISTRATION**

AGREEMENT

1. AGREEMENT NUMBER 24TP-13341	2. AGREEMENT EFFECTIVE FROM DATE IN BLOCK 4 UNTIL See Block #11	3. AMENDMENT NO. -0-	4. EFFECTIVE DATE Same as Block #17
ISSUED TO		ISSUED BY	
5. ORGANIZATION AND ADDRESS Public Utility District No. 1 of Whatcom County ATTN: Brian Walters, Assistant General Manager 1705 Trigg Road Ferndale, WA 98248		6. ORGANIZATION AND ADDRESS U.S. Department of Energy Bonneville Power Administration ATTN: Brian Galbraith – TPCC/TPP-4 P.O. Box 61409 Vancouver, WA 98666	
7. TECHNICAL CONTACT Brian Walters	PHONE NUMBER (360) 384-4288	8. TECHNICAL CONTACT James Jang	PHONE NUMBER (360) 418-1708
9. ADMINISTRATIVE CONTACT Brian Walters	PHONE NUMBER (360) 384-4288	10. ADMINISTRATIVE CONTACT Troy Simpson	PHONE NUMBER (360) 418-8659

11. TITLE/BRIEF DESCRIPTION OF WORK TO BE PERFORMED UNDER THIS AGREEMENT

LINE AND LOAD INTERCONNECTION SYSTEM IMPACT STUDY AND ASSOCIATED TASKS FOR INTERCONNECTION REQUEST NO. L0598 – GREEN HYDROGEN PROJECT

The Public Utility District No. 1 of Whatcom County (Whatcom) submitted a Line and Load Interconnection request on March 22, 2024, proposing to interconnect Green Hydrogen Load Project (utilizing electrolyzer) to existing Bonneville Power Administration's (BPA) facilities within BPA's Intalco Substation with service at 230 kV. In order to assess the impact of this request, BPA will, at Whatcom's expense, perform a Line and Load Interconnection System Impact Study (LLISIS) to assess the impact of the proposed interconnection of Whatcom's facilities on BPA's transmission system, and on the transmission systems of any third parties. The LLISIS will identify any system constraints, additional network facilities, and direct assignment facilities required to provide the requested interconnection. The LLISIS evaluation will include, but not be limited to: (i) facility thermal overloads; (ii) voltage support and control problems; (iii) voltage stability problems; (iv) transient stability problems; and (v) dynamic stability problems. The LLISIS will be based upon the results of previously performed studies, where applicable.

The Point of Interconnection to be studied will be BPA's Intalco Substation.

BPA estimates that the LLISIS and associated tasks will require 90 days to complete, following BPA's receipt of this fully executed Agreement and associated payment from Whatcom.

Termination: This Agreement shall become effective upon execution by both parties and shall terminate upon full performance by both parties of their respective obligations set forth herein, but in no event shall the term of this Agreement exceed five years from its effective date.

The following document is attached to and becomes a part of this Agreement:

- Financial Terms and Conditions Statement

12. AMOUNT TO BE PAID BY BPA \$	13. AMOUNT TO BE PAID TO BPA \$35,000 (estimated)
14. SUBMIT SIGNED AGREEMENT TO U.S. Department of Energy Bonneville Power Administration ATTN: Brian Galbraith – TPCC/TPP-4 P.O. Box 61409 Vancouver, WA 98666	15. ACCOUNTING INFORMATION <i>(For BPA Use Only)</i>
	16. SUBMIT INVOICE TO <i>(Name and Address)</i>
PARTICIPANT	BPA
17. APPROVED BY <i>(Signature)</i> TROY SIMPSON	18. APPROVED BY <i>(Signature)</i> TROY SIMPSON <small>Digitally signed by TROY SIMPSON Date: 2024.05.17 10:22:50 -07'00'</small>
DATE <i>(MM/DD/YY)</i>	DATE <i>(MM/DD/YY)</i>
NAME AND TITLE	NAME AND TITLE Transmission Account Executive Transmission Sales

FINANCIAL TERMS AND CONDITIONS STATEMENT

BPA's cost of performing the study at Whatcom's expense shall be the actual cost of doing the work specified in this Agreement, plus an overhead rate of 24%, representing the indirect costs of performing the work plus the contractual support costs of contract negotiation, billing and accounting functions, and contract management.

Whatcom hereby agrees to advance \$35,000, the estimated study cost, to BPA upon execution of this Agreement. Payments made to BPA shall be held in an account established for this Agreement.

If BPA needs additional funds to complete the work at any time during performance of the study, BPA may request, in writing, for Whatcom to advance such additional funds to BPA for deposit in the account. Whatcom shall advance such additional funds within 30 days of BPA's written request, and BPA may temporarily stop work until Whatcom supplies the requested funds. If Whatcom does not advance such additional funds by the due date or, if at any time before completion of the study Whatcom elects to stop work under this Agreement, BPA has the right to cease all work and restore, as a cost to the study at Whatcom's expense, government facilities and/or records to their condition prior to the beginning of work under this Agreement.

Within a reasonable time after completion of the study, BPA shall make a full accounting to Whatcom showing the actual costs charged against the account. BPA shall either remit any unexpended balance in the account to Whatcom or bill for any costs in excess of the deposits in the account. Whatcom shall pay any excess costs within 30 days of the invoice date (due date).

Payments not received by the due date will accrue interest on the amount due beginning the first calendar day after the due date to the date paid, at an annual interest rate equal to the higher of i) the prime rate (as reported in the Wall Street Journal in the first issue published during the month in which payment by Whatcom is due) plus 4 percent; or ii) such prime rate multiplied by 1.5.

Action Memo

To: Commissioners Arnett, Deshmane and Lagestee
From: Brian Walters, Assistant General Manager
Date: June 11, 2024
Re: **Approve Letter Agreement with ALA Renewable Energy for Reimbursement of BPA Interconnection Study Costs**

Requested Action:

APPROVE LETTER AGREEMENT WITH ALA RENEWABLE ENERGY FOR REIMBURSEMENT OF BPA INTERCONNECTION STUDY COSTS SUBJECT TO FINAL LEGAL REVIEW AND AUTHORIZE THE GENERAL MANAGER TO EXECUTE THE AGREEMENT

Background:

ALA Renewable Energy ("ALARE"), a subsidiary company of AltaGas which is an industrial water customer of the District, has approached the District requesting that the District's electric utility assist ALARE to facilitate the delivery of power, secured by ALARE, to a proposed new green hydrogen project to be constructed on property that was the site of Alcoa's Intalco aluminum smelter.

In order to accommodate ALARE's request for service, the District has submitted a Lines and Loads Interconnection Request ("LLIR") to BPA's transmission services group for interconnection to BPA's 230 kV transmission facilities at BPA's Intalco substation. The LLIR is the first step in the process of interconnection, which is conducted in accordance with BPA's transmission interconnection policy and procedures approved by the Federal Energy Regulatory Commission ("FERC").

In response to the District's LLIR submittal, BPA has offered the District a System Impact Study Agreement which covers the first technical study BPA must conduct to assess the feasibility of the interconnection and what impact ALARE's green hydrogen project electric load might have on BPA's 230 kV facilities in the area. As part of the Agreement, the District must deposit upfront \$35,000 with BPA to cover the estimated cost of the Interconnection System Impact Study (ISIS).

ALARE has agreed to reimburse the District for its costs associated with the interconnection studies via a separate Letter Agreement. Such agreement covers not only the District's costs associated with the BPA System Impact Study activities, but also an anticipated follow-on BPA Facilities Study, should the next step be taken in the BPA Interconnection process.

The Letter Agreement included with this action memo outlines the rights and obligations of the Parties, District and Alare, regarding ALARE's reimbursement of certain District expenses associated with District's participation in the BPA interconnection process.

District staff recommend approval of the Letter Agreement with ALARE.

Fiscal Impact:

If approved, the Letter Agreement will have no impact on the District's approved 2024 budget. The District's expenditures will be fully reimbursed by ALARE.

Recommended Action:

APPROVE LETTER AGREEMENT WITH ALA RENEWABLE ENERGY FOR REIMBURSEMENT OF BPA INTERCONNECTION STUDY COSTS SUBJECT TO FINAL LEGAL REVIEW AND AUTHORIZE THE GENERAL MANAGER TO EXECUTE THE AGREEMENT

June___, 2024

Alex Gorodetsky
Director – Emerging Ecosystems
ALA Renewable Energy LLC

**LETTER AGREEMENT REGARDING COST REIMBURSEMENT BY ALA RENEWABLE ENERGY LLC
FOR
WHATCOM PUD EXPENSES ASSOCIATED WITH THE GREEN HYDROGEN PROJECT**

Dear Alex,

Public Utility District No. 1 of Whatcom County ("Whatcom PUD" or "PUD" hereinafter) and ALA Renewable Energy LLC ("ALARE" hereinafter) (individually, a "Party" and together, the "Parties" hereinafter) have agreed that it is in their mutual interest to pursue activities and complete work necessary to facilitate and advance the development of the Green Hydrogen Project ("Project" hereinafter) at Cherry Point.

This letter agreement document ("Agreement" or "Letter Agreement" hereinafter), if executed, provides the right for Whatcom PUD to request and receive reimbursement for those expenses associated with the PUD's and its consultants' for certain pre-development activities associated with the Project specified herein. The Agreement sets forth the rights and obligations of the respective Parties.

Absent this Agreement, Whatcom PUD, as a governmental special purpose district operating under the laws of the State of Washington cannot provide services or perform work for ALARE, a private entity, without a binding written agreement for ALARE to provide reimbursement for such services and work.

The Parties acknowledge that the decision to proceed with the development, construction, and operation of the Project will be made solely by ALARE. Whatcom PUD, as a public entity, may provide input that may assist ALARE in reaching decisions whether to proceed further or not at various milestone points in the Project development process. However, ALARE remains solely responsible for the Project.

Purpose of Agreement

The purpose of this Agreement is to enable Whatcom PUD to engage with the Bonneville Power Administration ("BPA" hereinafter) to initiate certain studies necessary to facilitate the electrical interconnection of BPA's 230 kV transmission facilities (substation and lines) with Whatcom PUD facilities necessary to serve the proposed Project. Such studies are mandated by BPA in accordance with BPA's lines and loads interconnection policy ("LLIP").

As a publicly owned electric utility customer of BPA, the PUD will be the local utility entity eligible to execute agreements with BPA, as appropriate, to enable the necessary technical studies to be completed by BPA.

This Agreement is limited in scope to each Party's rights and obligations with respect to reimbursement by ALTARE to Whatcom PUD for expenses incurred during the first two technical study phases of the BPA interconnection process. The two technical studies subject to this Agreement are the System Impact Study and the Facilities Study. The scope and terms of these studies are determined by BPA in accordance with its Interconnection Policy, which has been reviewed and approved by the Federal Energy Regulatory Commission ("FERC"). Hereinafter such studies are referred to as the "Interconnection Studies". Any non-BPA studies that may be conducted by Whatcom PUD related to the Project shall be subject to and governed by a separate yet to be negotiated and approved agreement.

It is anticipated by the Parties that following completion of the BPA Interconnection Studies and provided that ALTARE decides to proceed to the scoping phases of the BPA interconnection process, ALTARE and Whatcom PUD may develop and execute one or more follow-on agreements ("Future Agreements"). Those Future Agreements, if approved and executed, will establish the scope of the PUD's further involvement with the Project's development and the methods of reimbursement of the PUD's expenses incurred in accomplishing the scope of activities. The Parties acknowledge that such Future Agreements are yet to be negotiated, approved, and executed, and, in the case of Whatcom PUD, such Future Agreements will require consideration by the Commission of the Whatcom PUD, which retains complete discretion regarding such approval.

Expenses to be reimbursed under this Agreement include:

1. Whatcom PUD upfront payments to BPA for BPA's Interconnection Studies.
2. Whatcom PUD management staff labor hours associated with the PUD's activities necessary to support the BPA Interconnection Studies and related processes (hereinafter, "PUD Staff Cost"), to be invoiced at each staff member's fully loaded employee cost, as reflected on Exhibit A.
3. Whatcom PUD professional and consultant services expenses should such consultant(s) involvement be reasonably determined to be necessary by Whatcom PUD and as agreed to by the parties in advance. For the purposes of this Agreement, professional and consulting services expenses include but are not limited to outside professional services such as legal, engineering, planning, etc. ("Consulting Services").
4. Miscellaneous expenses not anticipated at the time of execution of this Agreement, if agreed to by the Parties in advance. For the purposes of this Agreement, miscellaneous expenses include travel, office supplies, technical equipment software, and similar, and does not include PUD Staff Cost and/or Consulting Services*.

*Note: Should the Parties agree to Whatcom PUD's retention of one or more consultants (e.g. engineering, legal), then the PUD in collaboration with the consultant and with review by ALARE, will develop a work order that specifies the scope of the consultant's services and the budget for performance of such services. Execution of the work order will occur with ALARE's consent.

Rights and Obligations of the Parties

The following rights and obligations are conferred and allocated to each respective Party upon execution of this Agreement.

Whatcom PUD:

- Has the right to invoice and receive reimbursement by ALARE for payments made to BPA for the Interconnection Studies identified above.
- Has the right to invoice and receive reimbursement by ALARE for PUD Staff Cost up to a maximum of Ten Thousand dollars (\$10,000) of reimbursement. This maximum may be exceeded by agreement of the Parties.
- Has the right to invoice and receive reimbursement by ALARE for Consulting Services, if required for review of the BPA studies and if agreed to by the Parties in advance.
- Has the right to invoice and receive reimbursement by ALARE for Miscellaneous Expenses, if agreed to by the Parties in advance.
- Has the obligation to submit to ALARE and/or make available for review documentation as back-up verification of the expenses invoiced for reimbursement under this Agreement. (i.e., copies of consultant invoices, PUD staff labor hours, miscellaneous expense receipts).
- Has the obligation to provide advance notice to ALARE should the PUD anticipate the need to engage in activities in support of the BPA interconnection process not contemplated in this Agreement.
- Has the right to terminate this Agreement for convenience at any time with thirty calendar days' advance notice via written correspondence or email.

ALARE:

- Has the right to request documentation as back-up verification of the expenses invoiced by Whatcom PUD for reimbursement under this Agreement. (i.e., copies of consultant invoices, PUD staff labor hours, miscellaneous expense receipts).
- Has the right to terminate this agreement for convenience at any time with thirty calendar days' advance notice via written correspondence or email provided that ALARE's obligation to make full payment of any outstanding

reimbursements due to the PUD shall survive termination.

- Has the obligation to reasonably consider for approval any activities and related expenses after receiving notice from the PUD, as noted above, of the need to engage in activities in support of the BPA interconnection process not contemplated in this Agreement.
- Has the obligation to provide prompt payment within 30 days of receipt of invoices submitted by Whatcom PUD for expenses incurred in support of the BPA Interconnection Studies processes contemplated by this Agreement.
- Has the obligation to provide payment to Whatcom PUD for invoices outstanding as of the date ALARE provides notice of termination and to reimburse Whatcom PUD for expenses incurred by the PUD prior to such date.
- Has the obligation to make a deposit of Ten Thousand and No/100 Dollars (\$10,000.00) (the "Deposit") to Whatcom PUD that shall be retained by the Whatcom PUD until the final invoice for reimbursement and shall be applied to the final invoice for reimbursement. No interest shall be paid on the Deposit. Any Deposit funds remaining after payment in full of the final invoice shall be returned to ALARE within thirty (30) days.

This Letter Agreement shall be governed by and construed in accordance with the laws of the State of Washington without giving effect to any choice or conflict of laws provision or rule that would cause the application of the laws of *any* jurisdiction other than the State of Washington. The Parties also agree that the venue of any action to enforce the provisions of this Agreement, or any document executed in connection with this Agreement, shall be in the Superior Court of Whatcom County, Washington. The Parties agree they will not contest the choice of law, venue, or forum selection provisions in this Agreement. In the event of any dispute not resolved through negotiation, the substantially prevailing party shall be entitled to the recover of its attorney fees and costs.

Whatcom PUD approval of this Agreement is done in reliance on the binding obligations undertaken by ALARE in this Agreement.

This Letter Agreement constitutes the entire agreement of the Parties, and supersedes all prior agreements and undertakings, both written and oral, among the parties, with respect to the subject matter hereof.

Intending to be legally bound, the Parties, by signing the attached Letter Agreement Signature Page, agree that this Letter Agreement reflects the Parties intent as of the date of its completed execution.

Sincerely,

Chris Heimgartner
General Manager
Public Utility District No.1 of Whatcom County
P.O. Box 2308
1705 Trigg Road
Ferndale, WA 98248
360-384-4288 x 19 (office)

DRAFT

LETTER AGREEMENT – SIGNATURE PAGE

COMPANY: ALA RENEWABLE ENERGY LLC
SERVICE ADDRESS: _____

SIGNATORY: _____

SIGNATURE: _____

TITLE: _____

DATE: _____

ATTEST: _____

UTILITY: PUBLIC UTILITY DISTRICT NO. 1 OF WHATCOM COUNTY
SERVICE ADDRESS: P.O. BOX 2308
FERNDALE, WA 98248

SIGNATORY: CHRIS HEIMGARTNER

SIGNATURE: _____

TITLE: GENERAL MANAGER

DATE: _____

ATTEST: _____

EXHIBIT A – HOURLY RATES OF WHATCOM PUD STAFF

<u>STAFF TITLE</u>	LOADED HOURLY RATE*
General Manager	\$235
Assistant General Manager	\$180
Broadband/Power Supply Director	\$126

*Note: Staff hourly rates listed above are fully loaded and are applicable for calendar year 2024

DRAFT